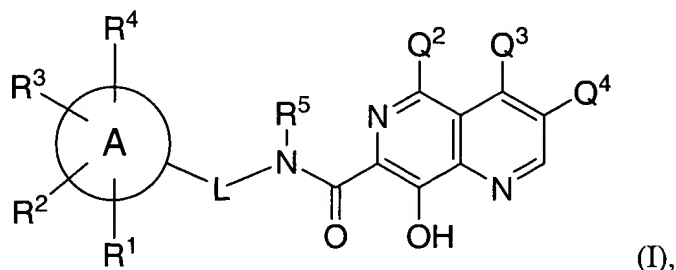


IN THE CLAIMS

The listing of the claims which follows replaces any and all prior versions and/or listings of the claims in the application.

1. (currently amended) A compound of Formula (I):



wherein A is phenyl or phenyl fused to a carbocycle to form a fused carbocyclic ring system;

A is substituted by R¹, R², R³, and R⁴;


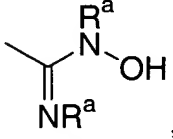
L is a linker connecting a ring atom of A to the nitrogen of the -N(R⁵)- moiety, wherein L is

- (i) a single bond,
- (ii) -(C₁₋₆ alkyl)-,
- (iii) -(C₂₋₆ alkenyl)-,
- (iv) -(C₀₋₆ alkyl)-(C₃₋₆ cycloalkyl)-(C₀₋₆ alkyl)-, or
- (v) -(C₀₋₆ alkyl)-M-(C₀₋₆ alkyl)-, wherein M is -N(R^a)-, -OC(=O)-, or

-C(=O)O-; wherein the alkenyl in (iii) and the alkyls in (ii), (iv), and (v) are independently and optionally substituted with 1, 2, or 3 substituents independently selected from the group consisting of halogen, -OH, -C₁₋₆ alkyl, -O-C₁₋₆ alkyl, -CO₂R^a, -CO₂(CH₂)₁₋₂R^k, -C₁₋₆ alkyl-OR^a, -R^k, -(CH₂)₁₋₂R^k, -CH(OR^a)-R^k, and -CH(N(R^a)₂)-R^k;

each of Q², Q³, and Q⁴ is independently

- (1) -H,
- (2) -C₁₋₆ alkyl,
- (3) -C₁₋₆ haloalkyl,
- (4) -O-C₁₋₆ alkyl,
- (5) -O-C₁₋₆ haloalkyl,
- (6) halo,
- (7) -CN,
- (8) -C₁₋₆ alkyl-OR^a,

- (9) -C₀₋₆ alkyl-C(=O)R^a,
- (10) -C₀₋₆ alkyl-CO₂R^a,
- (11) -C₀₋₆ alkyl-SR^a,
- (12) -N(R^a)₂,
- (13) -C₁₋₆ alkyl-N(R^a)₂,
- (14) -C₀₋₆ alkyl-C(=O)N(R^a)₂,
- (15) -C₀₋₆ alkyl-G-C₁₋₆ alkyl-C(=O)N(R^a)₂, wherein G is O, S, N(R^a), or N(SO₂R^a),
- (16) -N(R^a)-C(R^a)=O,
- (17) -C₁₋₆ alkyl-N(R^a)-C(R^a)=O,
- (18) -C(=O)-N(R^a)-C₁₋₆ alkyl-[C(=O)]₀₋₁-N(R^a)₂,
- (19) -C(=O)-N(R^a)-C₁₋₆ alkyl substituted with 1 or 2 -OR^a,
- (20) -C₀₋₆ alkyl-SO₂R^a,
- (21) -C₀₋₆ alkyl-N(R^a)SO₂R^a,
- (22) -C₂₋₆ alkenyl,
- (23) -C₂₋₆ alkenyl-C(=O)-N(R^a)₂,
- (24) -C₂₋₅ alkynyl,
- (25) -C₂₋₅ alkynyl-CH₂N(R^a)₂,
- (26) -C₂₋₅ alkynyl-CH₂OR^a,
- (27) -C₂₋₅ alkynyl-CH₂S(O)_n-R^a, **[[or]]**
- (28) ,
- (29) ,
- (30) -C(=NR^a)-N(R^a)₂,
- (31) -N(R^a)-C₁₋₆ alkyl-S(O)_nR^a,
- (32) -N(R^a)-C₁₋₆ alkyl-OR^a,
- (33) -N(R^a)-C₁₋₆ alkyl-N(R^a)₂,
- (34) -N(R^a)-C₁₋₆ alkyl-N(R^a)-C(R^a)=O,
- (35) -N(R^a)-C₀₋₆ alkyl-[C(=O)]₁₋₂N(R^a)₂,
- (36) -N(R^a)-C₁₋₆ alkyl-CO₂R^a,
- (37) -N(R^a)C(=O)N(R^a)-C₁₋₆ alkyl-C(=O)N(R^a)₂,
- (38) -N(R^a)C(=O)-C₁₋₆ alkyl-N(R^a)₂,

- (39) $-N(R^a)-SO_2-N(R^a)_2$,
- (40) $-R^k$,
- (41) $-C_{1-6}$ alkyl substituted with R^k ,
- (42) $-C_{1-6}$ haloalkyl substituted with R^k ,
- (43) $-C_{2-5}$ alkenyl- R^k ,
- (44) $-C_{2-5}$ alkynyl- R^k ,
- (45) $-C_{0-6}$ alkyl-O- R^k ,
- (46) $-C_{0-6}$ alkyl-O- C_{1-6} alkyl- R^k ,
- (47) $-C_{0-6}$ alkyl-S(O)_n- R^k ,
- (48) $-C_{0-6}$ alkyl-S(O)_n- C_{1-6} alkyl- R^k ,
- (49) $-O-C_{1-6}$ alkyl-OR^k,
- (50) $-O-C_{1-6}$ alkyl-O- C_{1-6} alkyl- R^k ,
- (51) $-O-C_{1-6}$ alkyl-S(O)_n R^k ,
- (52) $-C_{0-6}$ alkyl-N(R^c)- R^k ,
- (53) $-C_{0-6}$ alkyl-N(R^c)- C_{1-6} alkyl substituted with one or two R^k groups,
- (54) $-C_{0-6}$ alkyl-N(R^c)- C_{1-6} alkyl-OR^k,
- (55) $-C_{0-6}$ alkyl-C(=O)- R^k ,
- (56) $-C_{0-6}$ alkyl-C(=O)N(R^a)- R^k ,
- (57) $-C_{0-6}$ alkyl-N(R^a)C(=O)- R^k ,
- (58) $-C_{0-6}$ alkyl-C(=O)N(R^a)- C_{1-6} alkyl- R^k , or
- (59) $-C_{0-6}$ alkyl-N(R^a)- C_{0-6} alkyl-S(O)_n R^k ;

each of R^1 and R^2 is independently:

- (1) $-H$,
- (2) $-C_{1-6}$ alkyl,
- (3) $-C_{1-6}$ haloalkyl,
- (4) $-O-C_{1-6}$ alkyl,
- (5) $-O-C_{1-6}$ haloalkyl,
- (6) $-OH$
- (7) halo,
- (8) $-NO_2$,
- (9) $-CN$,
- (10) $-C_{1-6}$ alkyl-OR^a,
- (11) $-C_{0-6}$ alkyl-C(=O)R^a,
- (12) $-C_{0-6}$ alkyl-CO₂R^a,
- (13) $-C_{0-6}$ alkyl-SR^a,

- (14) $-N(R^a)_2$,
- (15) $-C_{1-6}$ alkyl- $N(R^a)_2$,
- (16) $-C_{0-6}$ alkyl- $C(=O)N(R^a)_2$,
- (17) $-C_{1-6}$ alkyl- $N(R^a)-C(R^a)=O$,
- (18) $-SO_2R^a$,
- (19) $-N(R^a)SO_2R^a$,
- (20) $-C_{2-5}$ alkenyl,
- (21) $-O-C_{1-6}$ alkyl- OR^a ,
- (22) $-O-C_{1-6}$ alkyl- SR^a ,
- (23) $-O-C_{1-6}$ alkyl- $NH-CO_2R^a$,
- (24) $-O-C_{2-6}$ alkyl- $N(R^a)_2$,
- (25) $-N(R^a)-C_{1-6}$ alkyl- SR^a ,
- (26) $-N(R^a)-C_{1-6}$ alkyl- OR^a ,
- (27) $-N(R^a)-C_{1-6}$ alkyl- $N(R^a)_2$,
- (28) $-N(R^a)-C_{1-6}$ alkyl- $N(R^a)-C(R^a)=O$,
- (29) $-R^k$,
- (30) $-C_{1-6}$ alkyl substituted with 1 or 2 R^k groups,
- (31) $-C_{1-6}$ haloalkyl substituted with 1 or 2 R^k groups,
- (32) $-C_{2-5}$ alkenyl- R^k ,
- (33) $-C_{2-5}$ alkynyl- R^k ,
- (34) $-O-R^k$,
- (35) $-O-C_{1-6}$ alkyl- R^k ,
- (36) $-S(O)_n-R^k$,
- (37) $-S(O)_n-C_{1-6}$ alkyl- R^k ,
- (38) $-O-C_{1-6}$ alkyl- OR^k ,
- (39) $-O-C_{1-6}$ alkyl- $O-C_{1-6}$ alkyl- R^k ,
- (40) $-O-C_{1-6}$ alkyl- $S(O)_nR^k$,
- (41) $-C_{1-6}$ alkyl $(OR^b)(R^k)$,
- (42) $-C_{1-6}$ alkyl $(OR^b)(-C_{1-6}$ alkyl- $R^k)$,
- (43) $-C_{0-6}$ alkyl- $N(R^b)(R^k)$,
- (44) $-C_{0-6}$ alkyl- $N(R^b)(-C_{1-6}$ alkyl- $R^k)$,
- (45) $-C_{1-6}$ alkyl $S(O)_n-R^k$,
- (46) $-C_{1-6}$ alkyl $S(O)_n-C_{1-6}$ alkyl- R^k ,
- (47) $-C_{0-6}$ alkyl $C(O)-R^k$, or
- (48) $-C_{0-6}$ alkyl $C(O)-C_{1-6}$ alkyl- R^k **[[,]]**.

each of R³ and R⁴ is independently

- (1) -H,
- (2) halo,
- (3) -CN,
- (4) -NO₂,
- (5) -OH,
- (6) C₁₋₆ alkyl,
- (7) C₁₋₆ haloalkyl,
- (8) -O-C₁₋₆ alkyl,
- (9) -O-C₁₋₆ haloalkyl,
- (10) -C₁₋₆ alkyl-OR^a,
- (11) -C₀₋₆ alkyl-C(=O)R^a,
- (12) -C₀₋₆ alkyl-CO₂R^a,
- (13) -C₀₋₆ alkyl-SR^a,
- (14) -N(R^a)₂,
- (15) -C₁₋₆ alkyl-N(R^a)₂,
- (16) -C₀₋₆ alkyl-C(=O)N(R^a)₂,
- (17) -SO₂R^a,
- (18) -N(R^a)SO₂R^a,
- (19) -C₂₋₅ alkenyl,
- (20) -O-C₁₋₆ alkyl-OR^a,
- (21) -O-C₁₋₆ alkyl-SR^a,
- (22) -O-C₁₋₆ alkyl-NH-CO₂R^a, or
- (23) -O-C₂₋₆ alkyl-N(R^a)₂;

R⁵ is

- (1) -H,
- (2) -C₁₋₆ alkyl, optionally substituted with from 1 to 5 substituents independently selected from halogen, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -N(R^a)₂, and -CO₂R^a;
- (3) aryl optionally substituted with from 1 to 5 substituents independently selected from halogen, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -S-C₁₋₆ alkyl, -CN, and -OH, or
- (4) -C₁₋₆ alkyl substituted with R^k;

each R^a is independently -H, -C₁₋₆ alkyl, or -C₁₋₆ haloalkyl;

each R^b is independently:

- (1) -H,
- (2) -C₁₋₄ alkyl,
- (3) -C₁₋₄ haloalkyl,
- (4) -R^k,
- (5) -C₂₋₃ alkenyl,
- (6) -C₁₋₄ alkyl-R^k,
- (7) -C₂₋₃ alkenyl-R^k,
- (8) -S(O)_n-R^k, or
- (9) -C(O)-R^k;

each R^c is independently

- (1) -H,
- (2) -C₁₋₆ alkyl,
- (3) -C₁₋₆ alkyl substituted with -N(R^a)₂, or
- (4) -C₁₋₄ alkyl-aryl, wherein aryl is optionally substituted with 1 to 5 substituents independently selected from halogen, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -S-C₁₋₆ alkyl, -CN, and -OH;

each R^k is independently carbocycle or heterocycle, wherein the carbocycle and heterocycle are unsubstituted or substituted with from 1 to 5 substituents each of which is independently selected from

- (a) halogen,
- (b) -C₁₋₆ alkyl,
- (c) -C₁₋₆ haloalkyl,
- (d) -O-C₁₋₆ alkyl,
- (e) -O-C₁₋₆ haloalkyl,
- (f) -S-C₁₋₆ alkyl,
- (g) -CN,
- (h) -OH,
- (i) oxo,
- (j) -C₀₋₆ alkyl-C(=O)N(R^a)₂,
- (k) -C₀₋₆ alkyl-C(=O)R^a,
- (l) -N(R^a)-C(=O)R^a,

- (m) $-N(R^a)-CO_2R^a$,
- (n) $-C_{1-6} \text{ alkyl}-N(R^a)-C(=O)R^a$,
- (o) $-N(R^a)_2$,
- (p) $-C_{1-6} \text{ alkyl}-N(R^a)_2$,
- (q) $-C_{1-6} \text{ alkyl}-OR^a$,
- (r) $-C_{0-6} \text{ alkyl}-CO_2R^a$,
- (s) $-C_{0-6} \text{ alkyl}-O-C_{1-6} \text{ alkyl}-OR^a$,
- (t) $-SO_2R^a$,
- (u) $-SO_2N(R^a)_2$,
- (v) $-C_{0-6} \text{ alkyl}-CO_2-C_{2-5} \text{ alkenyl}$,
- (w) aryl,
- (x) aryloxy-,
- (y) $-C_{1-4} \text{ alkyl}$ substituted with aryl,
- (z) R^t ,
- (aa) $-C_{1-4} \text{ alkyl}$ substituted with R^t ,
- (bb) $-C_{0-6} \text{ alkyl}-C(=O)R^t$, and
- (cc) $-N(H)R^t$ or $-N(C_{1-6} \text{ alkyl})R^t$, ~~$-N(R^a)R^t$~~ , and

wherein the aryl group in (w) aryl, (x) aryloxy, and (y) $-C_{1-4} \text{ alkyl}$ substituted with aryl, is optionally substituted with from 1 to 4 substituents independently selected from halogen, $C_{1-6} \text{ alkyl}$, $-O-C_{1-6} \text{ alkyl}$, $C_{1-6} \text{ alkyl}$ substituted with $N(R^a)_2$, $C_{1-6} \text{ haloalkyl}$, and $-OH$; and

wherein R^t in (z), (aa), (bb) and (cc) is a heteromonocycle which is optionally substituted with from 1 to 4 substituents independently selected from halogen, $C_{1-6} \text{ alkyl}$, $-O-C_{1-6} \text{ alkyl}$, $C_{1-6} \text{ haloalkyl}$, oxo, and $-OH$; and

each n is independently an integer equal to 0, 1 or 2;

or a pharmaceutically acceptable salt thereof.

2. (canceled)

3. (previously presented) The compound according to claim 1,

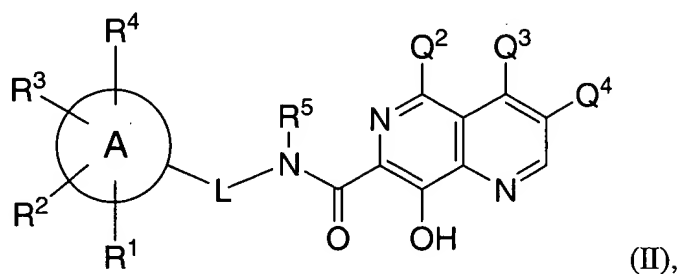
wherein

A is phenyl; and

Q^3 and Q^4 are both -H;

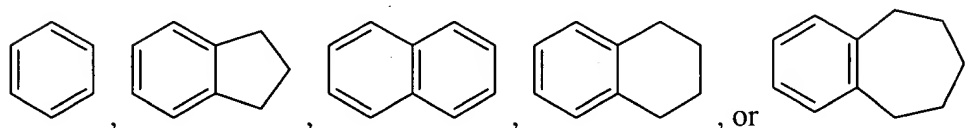
or a pharmaceutically acceptable salt thereof.

4. (currently amended) The compound according to claim 1, which is a compound of Formula (II):



wherein

A is

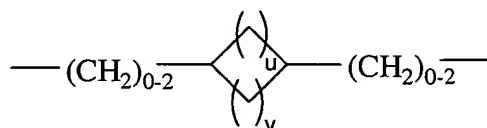


L is

(i) a single bond;
(ii) $-(CH_2)_{1-3}-$, which is optionally substituted with 1 or 2 substituents independently selected from the group consisting of halogen, -OH, $-C_{1-4}$ alkyl, $-O-C_{1-4}$ alkyl, $-CO_2CH_3$, $-CO_2CH_2$ -phenyl, phenyl, benzyl, $-(CH_2)_{1-2}OH$, $-CH(OH)$ -phenyl, and $-CH(NH_2)$ -phenyl;

(iii) $-(CH_2)_{0-1}-CH=CH-(CH_2)-$, which is optionally substituted with 1 or 2 substituents independently selected from the group consisting of halogen, -OH, $-C_{1-4}$ alkyl, and $-O-C_{1-4}$ alkyl;

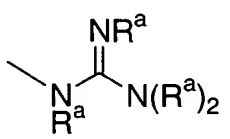
(iv)

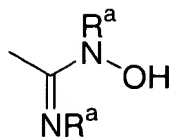


, wherein u and v are each integers having a value of from 0 to 4, provided that the sum of $u + v$ is 1, 2, 3 or 4; or

(v) a heteroatom-containing chain which is $-N(R^a)-(CH_2)_{1-2}-$, $-CH_2-OC(=O)-CH_2-$, or $-CH_2-C(=O)O-CH_2-$;

Q^2 is

- (1) $-H$,
- (2) $-C_{1-4}$ alkyl,
- (3) $-C_{1-4}$ fluoroalkyl,
- (4) $-O-C_{1-4}$ alkyl,
- (5) $-O-C_{1-4}$ fluoroalkyl,
- (6) halo,
- (7) $-CN$,
- (8) $-C_{1-4}$ alkyl- OR^a ,
- (9) $-(CH_2)_{0-2}C(=O)R^a$,
- (10) $-(CH_2)_{0-2}CO_2R^a$,
- (11) $-(CH_2)_{0-2}SR^a$,
- (12) $-N(R^a)_2$,
- (13) $-C_{1-4}$ alkyl $-N(R^a)_2$,
- (14) $-(CH_2)_{0-2}C(=O)N(R^a)_2$,
- (15) $-G-C_{1-6}$ alkyl- $C(=O)N(R^a)_2$, wherein G is O, S, $N(R^a)$, or $N(SO_2R^a)$,
- (16) $-N(R^a)-C(R^a)=O$,
- (17) $-(CH_2)_{1-3}-N(R^a)-C(R^a)=O$,
- (18) $-C(=O)-N(R^a)-(CH_2)_{1-3}-[C(=O)]_{0-1}-N(R^a)_2$,
- (19) $-C(=O)-N(R^a)-C_{1-4}$ alkyl substituted with 1 or 2 $-OR^a$,
- (20) $-SO_2R^a$,
- (21) $-N(R^a)SO_2R^a$,
- (22) $-C_{2-4}$ alkenyl,
- (23) $-C_{2-4}$ alkenyl- $C(=O)-N(R^a)_2$,
- (24) $-C_{2-3}$ alkynyl,
- (25) $-C\equiv C-CH_2N(R^a)_2$,
- (26) $-C\equiv C-CH_2OR^a$,
- (27) $-C\equiv C-CH_2SR^a$,
- (28) $-C\equiv C-CH_2SO_2R^a$,
- (29) 

- (30) ,
(31) -N(R^a)-C₁₋₄ alkyl-SR^a,
(32) -N(R^a)-C₁₋₄ alkyl-OR^a,
(33) -N(R^a)-C₁₋₄ alkyl-N(R^a)₂,
(34) -N(R^a)-C₁₋₄ alkyl-N(R^a)-C(R^a)=O,
(35) -N(R^a)-C₀₋₄ alkyl-[C(=O)]₁₋₂N(R^a)₂,
(36) -N(R^a)-C₁₋₄ alkyl-CO₂R^a,
(37) -N(R^a)C(=O)N(R^a)-C₁₋₄ alkyl-C(=O)N(R^a)₂,
(38) -N(R^a)C(=O)-C₁₋₄ alkyl-N(R^a)₂,
(39) -N(R^a)-SO₂-N(R^a)₂,
(40) -R^k,
(41) -C₁₋₄ alkyl substituted with R^k,
(42) -C₁₋₄ fluoroalkyl substituted with R^k,
(43) -C₂₋₅ alkenyl-R^k,
(44) -C₂₋₅ alkynyl-R^k,
(45) -O-R^k,
(46) -O-C₁₋₄ alkyl-R^k,
(47) -S(O)_n-R^k,
(48) -S(O)_n-C₁₋₄ alkyl-R^k,
(49) -O-C₁₋₄ alkyl-OR^k,
(50) -O-C₁₋₄ alkyl-O-C₁₋₄ alkyl-R^k,
(51) -O-C₁₋₄ alkyl-S(O)_nR^k,
(52) -N(R^c)-R^k,
(53) -N(R^c)-C₁₋₄ alkyl substituted with one or two R^k groups,
(54) -N(R^c)-C₁₋₄ alkyl-OR^k,
(55) -C(=O)-R^k,
(56) -C(=O)N(R^a)-R^k,
(57) -N(R^a)C(=O)-R^k,
(58) -C(=O)N(R^a)-C₁₋₄ alkyl-R^k, or
(59) -N(R^a)-C₀₋₄ alkyl-S(O)_nR^k;

Q³ is

- (1) -H,

- (2) -C₁₋₄ alkyl,
- (3) -C₁₋₄ fluoroalkyl,
- (4) -O-C₁₋₄ alkyl,
- (5) -O-C₁₋₄ fluoroalkyl,
- (6) halo selected from -F, -Cl, and -Br,
- (7) -CN,
- (8) -C₁₋₄ alkyl-OR^a, or
- (9) -C₁₋₄ alkyl substituted with R^k; **[[or]]**

Q⁴ is:

- (1) -H,
- (2) -C₁₋₄ alkyl,
- (3) -C₁₋₄ fluoroalkyl,
- (4) -O-C₁₋₄ alkyl,
- (5) -O-C₁₋₄ fluoroalkyl,
- (6) halo selected from -F, -Cl, and -Br,
- (7) -CN,
- (8) -C₁₋₆ alkyl-OR^a,
- (9) -N(R^a)₂, or
- (10) -C₁₋₆ alkyl-N(R^a)₂;

each of R¹ and R² is independently:

- (1) -H,
- (2) -C₁₋₄ alkyl,
- (3) -C₁₋₄ fluoroalkyl,
- (4) -O-C₁₋₄ alkyl,
- (5) -O-C₁₋₄ fluoroalkyl,
- (6) -OH,
- (7) halo,
- (8) -CN,
- (9) -C₁₋₄ alkyl-OR^a,
- (10) -(CH₂)₀₋₂C(=O)R^a,
- (11) -(CH₂)₀₋₂CO₂R^a,
- (12) -(CH₂)₀₋₂SR^a,
- (13) -N(R^a)₂,

- (14) $-C_{1-4}$ alkyl $N(R^a)_2$,
- (15) $-(CH_2)_{0-2}C(=O)N(R^a)_2$,
- (16) $-C_{1-4}$ alkyl- $N(R^a)-C(R^a)=O$,
- (17) $-SO_2R^a$,
- (18) $-N(R^a)SO_2R^a$,
- (19) $-O-C_{1-4}$ alkyl- OR^a ,
- (20) $-O-C_{1-4}$ alkyl- SR^a ,
- (21) $-O-C_{1-4}$ alkyl-NH- CO_2R^a ,
- (22) $-O-C_{2-4}$ alkyl- $N(R^a)_2$,
- (23) $-N(R^a)-C_{1-4}$ alkyl- SR^a ,
- (24) $-N(R^a)-C_{1-4}$ alkyl- OR^a ,
- (25) $-N(R^a)-C_{1-4}$ alkyl- $N(R^a)_2$,
- (26) $-N(R^a)-C_{1-4}$ alkyl- $N(R^a)-C(R^a)=O$,
- (27) $-R^k$,
- (28) $-C_{1-4}$ alkyl substituted with 1 or 2 R^k groups,
- (29) $-C_{1-4}$ fluoroalkyl substituted with 1 or 2 R^k groups,
- (30) $-OR^k$,
- (31) $-O-C_{1-4}$ alkyl- R^k ,
- (32) $-S(O)_nR^k$,
- (33) $-S(O)_n-C_{1-4}$ alkyl- R^k ,
- (34) $-O-C_{1-4}$ alkyl- OR^k ,
- (35) $-O-C_{1-4}$ alkyl- $O-C_{1-4}$ alkyl- R^k ,
- (36) $-O-C_{1-4}$ alkyl- $S(O)_nR^k$, or
- (37) $-C_{0-4}$ alkyl- $N(R^b)(R^k)$;

each of R^3 and R^4 is independently

- (1) $-H$,
- (2) halo,
- (3) $-CN$,
- (4) $-OH$,
- (5) C_{1-4} alkyl,
- (6) C_{1-4} fluoroalkyl,
- (7) $-O-C_{1-4}$ alkyl,
- (8) $-O-C_{1-4}$ fluoroalkyl,
- (9) $-C_{1-4}$ alkyl- OR^a ,
- (10) $-O-C_{1-4}$ alkyl- OR^a ,

- (11) -O-C₁₋₄ alkyl-SR^a,
- (12) -O-C₁₋₄ alkyl-NH-CO₂R^a, or
- (13) -O-C₂₋₄ alkyl-N(R^a)₂;

R⁵ is

- (1) -H,
- (2) -C₁₋₄ alkyl, optionally substituted with 1 or 2 substituents independently selected from halogen, -O-C₁₋₄ alkyl, -O-C₁₋₄ fluoroalkyl, -N(R^a)₂, and -CO₂R^a;
- (3) phenyl optionally substituted with from 1 to 3 substituents independently selected from halogen, C₁₋₄ alkyl, C₁₋₄ fluoroalkyl, -O-C₁₋₄ alkyl, -O-C₁₋₄ fluoroalkyl, -S-C₁₋₄ alkyl, -CN, and -OH, or
- (4) -C₁₋₄ alkyl substituted with phenyl;

each R^a is independently -H or -C₁₋₄ alkyl;

each R^b is independently:

- (1) -H,
- (2) -C₁₋₄ alkyl,
- (3) -C₁₋₄ fluoroalkyl,
- (4) -R^k,
- (5) -C₁₋₄ alkyl-R^k,
- (6) -S(O)_n-R^k, or
- (7) -C(=O)-R^k;

each R^c is independently

- (1) -H,
- (2) -C₁₋₄ alkyl,
- (3) -C₁₋₄ alkyl substituted with -N(R^a)₂, or
- (4) -C₁₋₄ alkyl-phenyl, wherein the phenyl is optionally substituted with 1 to 3 substituents independently selected from halogen, C₁₋₄ alkyl, C₁₋₄ fluoroalkyl, -O-C₁₋₄ alkyl, -O-C₁₋₄ fluoroalkyl, -S-C₁₋₄ alkyl, -CN, and -OH;

each R^k is independently:

- (1) aryl selected from phenyl and naphthyl, wherein aryl is unsubstituted or substituted with from 1 to 5 substituents independently selected from:

- (a) halogen,
- (b) C₁₋₆ alkyl,
- (c) C₁₋₆ fluoroalkyl,
- (d) -O-C₁₋₆ alkyl,
- (e) -O-C₁₋₆ fluoroalkyl,
- (f) phenyl,
- (g) -S-C₁₋₆ alkyl,
- (h) -CN,
- (i) -OH,
- (j) phenoxy, unsubstituted or substituted with from 1 to 3 substituents independently selected from:
 - (i) halogen,
 - (ii) C₁₋₆ alkyl,
 - (iii) C₁₋₆ fluoroalkyl, and
 - (iv) -OH,
- (k) -N(R^a)₂,
- (l) -C₁₋₆ alkyl-N(R^a)₂,
- (m) naphthyl, which is unsubstituted or substituted with from 1 to 4 substituents independently selected from halogen, C₁₋₄ alkyl, and -O-C₁₋₄ alkyl,
- (n) -R^t,
- (o) -(CH₂)₀₋₃C(=O)N(R^a)₂, and
- (p) -(CH₂)₀₋₃C(=O)R^a;

(2) -C₃₋₇ cycloalkyl, unsubstituted or substituted with from 1 to 3 substituents independently selected from:

- (a) halogen,
- (b) C₁₋₆ alkyl,
- (c) -O-C₁₋₆ alkyl,
- (d) C₁₋₆ fluoroalkyl,
- (e) -O-C₁₋₆ fluoroalkyl,
- (f) -CN,
- (g) phenyl, and
- (h) -OH;

(3) -C₃₋₇ cycloalkyl fused with a phenyl ring, unsubstituted or substituted with from 1 to 5 substituents independently selected from:

- (a) halogen,

- (b) C₁₋₆ alkyl,
- (c) -O-C₁₋₆ alkyl,
- (d) C₁₋₆ fluoroalkyl,
- (e) -O-C₁₋₆ fluoroalkyl,
- (f) -CN, and
- (g) -OH;

(4) a 5- or 6- membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from oxygen, nitrogen and sulfur, wherein the heteroaromatic ring is unsubstituted or substituted on nitrogen or carbon with from 1 to 5 substituents independently selected from:

- (a) halogen,
- (b) C₁₋₆ alkyl,
- (c) C₁₋₆ fluoroalkyl,
- (d) -O-C₁₋₆ alkyl,
- (e) -O-C₁₋₆ fluoroalkyl,
- (f) phenyl,
- (g) -S-C₁₋₆ alkyl,
- (h) -CN,
- (i) -OH,
- (j) phenoxy, unsubstituted or substituted with from 1 to 3 substituents independently selected from:
 - (i) halogen,
 - (ii) C₁₋₆ alkyl,
 - (iii) C₁₋₆ fluoroalkyl, and
 - (iv) -OH,
- (k) -N(R^a)₂,
- (l) -C₁₋₆ alkyl-N(R^a)₂,
- (m) naphthyl, which is unsubstituted or substituted with from 1 to 4 substituents independently selected from halogen, C₁₋₄ alkyl, and -O-C₁₋₄ alkyl,
- (n) -R^t,
- (o) oxo,
- (p) -(CH₂)₀₋₃C(=O)N(R^a)₂, and
- (q) -(CH₂)₀₋₃C(=O)R^a;

(5) a 5- or 6- or 7- membered saturated heterocyclic ring containing from 1 to 3 heteroatoms independently selected from oxygen, nitrogen and sulfur, wherein the heterocyclic ring is unsubstituted or substituted with from 1 to 4 substituents independently selected from:

- (a) halogen,
- (b) C₁₋₆ alkyl,
- (c) -O-C₁₋₆ alkyl,
- (d) C₁₋₆ fluoroalkyl,
- (e) -O-C₁₋₆ fluoroalkyl,
- (f) -CN,
- (g) oxo,
- (h) phenyl
- (i) benzyl,
- (j) phenylethyl,
- (k) -OH,
- (l) -(CH₂)₀₋₃C(=O)N(R^a)₂,
- (m) -(CH₂)₀₋₃C(=O)R^a,
- (n) -N(R^a)-C(=O)R^a,
- (o) -N(R^a)-CO₂R^a,
- (p) -(CH₂)₁₋₃N(R^a)-C(=O)R^a,
- (q) -N(R^a)₂,
- (r) -(CH₂)₁₋₃N(R^a)₂,
- (s) -(CH₂)₁₋₃-OR^a,
- (t) -(CH₂)₀₋₃CO₂R^a,
- (u) -(CH₂)₀₋₃-O-(CH₂)₁₋₃-OR^a,
- (v) -SO₂R^a,
- (w) -SO₂N(R^a)₂,
- (x) -(CH₂)₀₋₃C(=O)O(CH₂)₁₋₂CH=CH₂,
- (y) naphthyl, which is unsubstituted or substituted with from 1 to 4 substituents independently selected from halogen, C₁₋₄ alkyl, and -O-C₁₋₄ alkyl,
- (z) -(CH₂)₁₋₃-naphthyl, wherein the naphthyl is unsubstituted or substituted with from 1 to 4 substituents independently selected from halogen, C₁₋₄ alkyl, and -O-C₁₋₄ alkyl,
- (aa) R^t,
- (bb) -(CH₂)₁₋₃R^t,
- (cc) -(CH₂)₀₋₃C(=O)R^t, and

(dd) -N(H)R^t or -N(C₁₋₄ alkyl)R^t; -N(R^a)R^t; or

(6) an 8- to 10- membered heterobicyclic ring containing from 1 to 4 heteroatoms independently selected from oxygen, nitrogen and sulfur, wherein the heterobicyclic ring is saturated or unsaturated, and is unsubstituted or substituted with from 1 to 5 substituents independently selected from:

- (a) halogen,
- (b) C₁₋₆ alkyl,
- (c) -O-C₁₋₆ alkyl,
- (d) C₁₋₆ fluoroalkyl,
- (e) -O-C₁₋₆ fluoroalkyl,
- (f) -CN,
- (g) =O, and
- (h) -OH;

R^t is a 5- or 6-membered heteromonocyclic ring containing from 1 to 4 nitrogen atoms, wherein the heteromonocyclic ring is saturated or unsaturated, and wherein the heteromonocyclic ring is unsubstituted or substituted with from 1 to 4 substituents independently selected from halogen, oxo, C₁₋₄ alkyl, and -O-C₁₋₄ alkyl; and

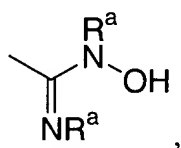
n is an integer equal to 0, 1 or 2;

or a pharmaceutically acceptable salt thereof.

5. (previously presented) The compound according to claim 4,
wherein

Q² is

- (1) -H,
- (2) -C₁₋₄ alkyl,
- (3) -(CH₂)₀₋₂CF₃,
- (4) -O-C₁₋₄ alkyl,
- (5) -O-(CH₂)₀₋₂CF₃,
- (6) halo selected from -F, -Cl and -Br,
- (7) -CN,
- (8) -(CH₂)₁₋₃OR^a,
- (9) -(CH₂)₀₋₂C(=O)R^a,

- (10) $-(\text{CH}_2)_{0-2}\text{CO}_2\text{R}^a$,
- (11) $-(\text{CH}_2)_{0-2}\text{SR}^a$,
- (12) $-\text{N}(\text{R}^a)_2$,
- (13) $-(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)_2$,
- (14) $-(\text{CH}_2)_{0-2}\text{C}(=\text{O})\text{N}(\text{R}^a)_2$,
- (15) $-\text{G}-(\text{CH}_2)_{1-2}-\text{C}(=\text{O})\text{N}(\text{R}^a)_2$, wherein G is O, S, $\text{N}(\text{R}^a)$, or $\text{N}(\text{SO}_2\text{R}^a)$,
- (16) $-\text{N}(\text{R}^a)-\text{C}(\text{R}^a)=\text{O}$,
- (17) $-(\text{CH}_2)_{1-2}-\text{N}(\text{R}^a)-\text{C}(\text{R}^a)=\text{O}$,
- (18) $-\text{C}(=\text{O})-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-3}-[\text{C}(=\text{O})]_{0-1}-\text{N}(\text{R}^a)_2$,
- (19) $-\text{C}(=\text{O})-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-2}\text{H}$ substituted with 1 or 2 $-\text{OR}^a$,
- (20) $-\text{SO}_2\text{R}^a$,
- (21) $-\text{N}(\text{R}^a)\text{SO}_2\text{R}^a$,
- (22) $-\text{CH}=\text{CH}-(\text{CH}_2)_{0-1}-\text{C}(=\text{O})-\text{N}(\text{R}^a)_2$,
- (23) $-\text{C}\equiv\text{C}-\text{CH}_2\text{OR}^a$,
- (24) $-\text{C}\equiv\text{C}-\text{CH}_2\text{SR}^a$,
- (25) $-\text{C}\equiv\text{C}-\text{CH}_2\text{SO}_2\text{R}^a$,
- (26) ,
- (27) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}\text{SR}^a$,
- (28) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}\text{OR}^a$,
- (29) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}-\text{N}(\text{R}^a)_2$,
- (30) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}\text{N}(\text{R}^a)-\text{C}(\text{R}^a)=\text{O}$,
- (31) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{0-2}-[\text{C}(=\text{O})]_{1-2}\text{N}(\text{R}^a)_2$,
- (32) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}-\text{CO}_2\text{R}^a$,
- (33) $-\text{N}(\text{R}^a)\text{C}(=\text{O})\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}-\text{C}(=\text{O})\text{N}(\text{R}^a)_2$,
- (34) $-\text{N}(\text{R}^a)\text{C}(=\text{O})-(\text{CH}_2)_{1-4}-\text{N}(\text{R}^a)_2$,
- (35) $-\text{N}(\text{R}^a)-\text{SO}_2-\text{N}(\text{R}^a)_2$,
- (36) $-\text{R}^k$,
- (37) $-(\text{CH}_2)_{1-4}\text{R}^k$,
- (38) $-\text{C}\equiv\text{C}-\text{CH}_2\text{R}^k$,
- (39) $-\text{O}-\text{R}^k$,
- (40) $-\text{S}(\text{O})_n-\text{R}^k$,
- (41) $-\text{N}(\text{R}^c)-\text{R}^k$,
- (42) $-\text{N}(\text{R}^c)-(\text{CH}_2)_{1-4}\text{H}$ substituted with one or two R^k groups,

- (43) $-\text{N}(\text{R}^c)-(\text{CH}_2)_{1-4}\text{OR}^k$,
- (44) $-\text{C}(=\text{O})-\text{R}^k$,
- (45) $-\text{C}(=\text{O})\text{N}(\text{R}^a)-\text{R}^k$,
- (46) $-\text{N}(\text{R}^a)\text{C}(=\text{O})-\text{R}^k$,
- (47) $-\text{C}(=\text{O})\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}\text{R}^k$, or
- (48) $-\text{N}(\text{R}^a)-\text{S}(\text{O})_n\text{R}^k$;

Q^3 is -H;

Q^4 is -H;

each of R^1 and R^2 is independently:

- (1) -H,
- (2) $-\text{C}_{1-4}$ alkyl,
- (3) $-(\text{CH}_2)_{0-2}\text{CF}_3$,
- (4) $-\text{O}-\text{C}_{1-4}$ alkyl,
- (5) $-\text{O}-(\text{CH}_2)_{0-2}\text{CF}_3$,
- (6) -OH,
- (7) halo selected from -F, -Cl and -Br,
- (8) -CN,
- (9) $-(\text{CH}_2)_{1-3}\text{OR}^a$,
- (10) $-(\text{CH}_2)_{0-2}\text{C}(=\text{O})\text{R}^a$,
- (11) $-(\text{CH}_2)_{0-2}\text{CO}_2\text{R}^a$,
- (12) $-(\text{CH}_2)_{0-2}\text{SR}^a$,
- (13) $-\text{N}(\text{R}^a)_2$,
- (14) $-(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)_2$,
- (15) $-(\text{CH}_2)_{0-2}\text{C}(=\text{O})\text{N}(\text{R}^a)_2$,
- (16) $-\text{C}_{1-4}$ alkyl- $\text{N}(\text{R}^a)-\text{C}(\text{R}^a)=\text{O}$,
- (17) $-\text{SO}_2\text{R}^a$,
- (18) $-\text{N}(\text{R}^a)\text{SO}_2\text{R}^a$,
- (19) $-\text{O}-(\text{CH}_2)_{1-4}\text{OR}^a$,
- (20) $-\text{O}-(\text{CH}_2)_{1-4}\text{SR}^a$,
- (21) $-\text{O}-(\text{CH}_2)_{1-4}\text{NH}-\text{CO}_2\text{R}^a$,
- (22) $-\text{O}-(\text{CH}_2)_{2-4}\text{N}(\text{R}^a)_2$,
- (23) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}\text{SR}^a$,
- (24) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}\text{OR}^a$,

- (25) $-N(R^a)-(CH_2)_{1-4}N(R^a)_2$,
- (26) $-N(R^a)-(CH_2)_{1-4}N(R^a)-C(R^a)=O$,
- (27) $-R^k$,
- (28) $-(CH_2)_{1-4}H$ substituted with 1 or 2 R^k groups,
- (29) $-O-R^k$,
- (30) $-O-(CH_2)_{1-4}R^k$,
- (31) $-S(O)_n-R^k$,
- (32) $-S(O)_n-(CH_2)_{1-4}R^k$,
- (33) $-O-(CH_2)_{1-4}OR^k$,
- (34) $-O-(CH_2)_{1-4}-O-(CH_2)_{1-4}R^k$,
- (35) $-O-(CH_2)_{1-4}SR^k$, or
- (36) $-(CH_2)_{0-4}N(R^b)(R^k)$;

each of R^3 and R^4 is independently

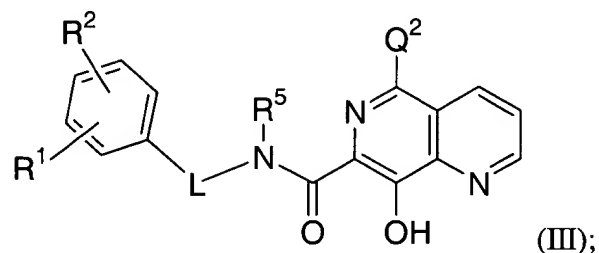
- (1) $-H$,
- (2) halo selected from $-F$, $-Cl$ and $-Br$,
- (3) $-CN$,
- (4) $-OH$,
- (5) C_{1-4} alkyl,
- (6) $-(CH_2)_{0-2}CF_3$,
- (7) $-O-C_{1-4}$ alkyl, or
- (8) $-O(CH_2)_{0-2}CF_3$; and

R^5 is

- (1) $-H$,
- (2) $-C_{1-4}$ alkyl,
- (3) $-(CH_2)_{1-4}N(R^a)_2$,
- (4) $-(CH_2)_{1-4}CO_2R^a$,
- (5) phenyl optionally substituted with from 1 to 3 substituents independently selected from halogen, C_{1-4} alkyl, $-(CH_2)_{0-2}CF_3$, $-O-C_{1-4}$ alkyl, $-O(CH_2)_{0-2}CF_3$, $-S-C_{1-4}$ alkyl, $-CN$, and $-OH$, or
- (6) $-(CH_2)_{1-4}$ -phenyl;

or a pharmaceutically acceptable salt thereof.

6. (original) The compound according to claim 5, which is a compound of Formula (III):

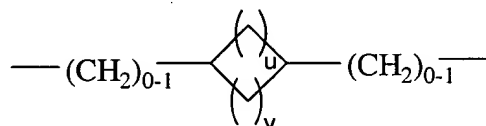


or a pharmaceutically acceptable salt thereof.

7. (currently amended) The compound according to claim 6, wherein

L is

- (i) a single bond;
- (ii) $-(CH_2)_{1-3}-$, which is optionally substituted with 1 or 2 substituents independently selected from the group consisting of $-F$, $-Cl$, $-Br$, $-OH$, methyl, ethyl, $-CO_2CH_3$, $-CO_2CH_2$ -phenyl, phenyl, benzyl, $-(CH_2)_{1-2}OH$, $-CH(OH)$ -phenyl, and $-CH(NH_2)$ -phenyl; or
- (iii)



, wherein u and v are each integers having a value of from 0 to 3, provided that the sum of $u + v$ is 1, 2, 3 or 4;

each of R^1 and R^2 is independently:

- (1) $-H$,
- (2) methyl,
- (3) ethyl,
- (4) CF_3 ,
- (5) methoxy,
- (6) ethoxy
- (7) $-OCF_3$
- (8) halo selected from $-F$, $-Cl$ and $-Br$,
- (9) $-CN$,

- (10) $-\text{CH}_2\text{OR}^a$,
- (11) $-\text{CO}_2\text{R}^a$,
- (12) $-\text{SR}^a$,
- (13) $-\text{N}(\text{R}^a)_2$,
- (14) $-(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)_2$,
- (15) $-\text{SO}_2\text{R}^a$,
- (16) $-(\text{CH}_2)_{1-2}\text{N}(\text{R}^a)-\text{C}(\text{R}^a)=\text{O}$,
- (17) $-\text{R}^k$,
- (18) $-(\text{CH}_2)_{1-3}\text{H}$ substituted with 1 or 2 R^k groups,
- (19) $-\text{O}-\text{R}^k$, or
- (20) $-\text{O}-(\text{CH}_2)_{1-3}\text{R}^k$;

R^5 is

- (1) $-\text{H}$,
- (2) methyl,
- (3) $-(\text{CH}_2)_{1-2}\text{N}(\text{R}^a)_2$,
- (4) $-(\text{CH}_2)_{1-2}\text{CO}_2\text{CH}_3$, or
- (5) $-(\text{CH}_2)_{1-2}\text{CO}_2\text{CH}_2\text{CH}_3$;
- (6) phenyl, or
- (7) benzyl;

each R^a is independently $-\text{H}$ or $-\text{C}_{1-4}$ alkyl;

each R^c is independently

- (1) $-\text{H}$,
- (2) $-\text{C}_{1-4}$ alkyl,
- (3) $-(\text{CH}_2)_{1-4}\text{N}(\text{R}^a)_2$, or
- (4) $-(\text{CH}_2)_{1-4}$ -phenyl, wherein the phenyl is optionally substituted with 1 to 3 substituents independently selected from halogen, C_{1-4} alkyl, C_{1-4} fluoroalkyl, $-\text{O}-\text{C}_{1-4}$ alkyl, $-\text{O}-\text{C}_{1-4}$ fluoroalkyl, $-\text{S}-\text{C}_{1-4}$ alkyl, $-\text{CN}$, and $-\text{OH}$; and

each R^k is independently:

- (1) aryl selected from phenyl and naphthyl, wherein aryl is unsubstituted or substituted with from 1 to 4 substituents independently selected from:
 - (a) halogen,

- (b) C₁₋₄ alkyl,
- (c) C₁₋₄ fluoroalkyl,
- (d) -O-C₁₋₄ alkyl,
- (e) -O-C₁₋₄ fluoroalkyl,
- (f) phenyl,
- (g) -S-C₁₋₄ alkyl,
- (h) -CN,
- (i) -OH,
- (j) phenoxy, unsubstituted or substituted with from 1 to 3 substituents independently selected from:
 - (i) halogen,
 - (ii) C₁₋₄ alkyl,
 - (iii) C₁₋₄ fluoroalkyl, and
 - (iv) -OH,
- (k) -N(R^a)₂,
- (l) -C₁₋₄ alkyl-N(R^a)₂,
- (m) naphthyl, which is unsubstituted or substituted with 1 or 2 substituents independently selected from halogen, C₁₋₄ alkyl, and -O-C₁₋₄ alkyl,
- (n) -R^t,
- (o) -(CH₂)₀₋₃C(=O)N(R^a)₂, and
- (p) -(CH₂)₀₋₃C(=O)R^a;

(2) -C₃₋₆ cycloalkyl, unsubstituted or substituted with from 1 to 3 substituents independently selected from:

- (a) halogen,
- (b) C₁₋₄ alkyl,
- (c) -O-C₁₋₄ alkyl,
- (d) C₁₋₄ fluoroalkyl,
- (e) -O-C₁₋₄ fluoroalkyl,
- (f) -CN,
- (g) phenyl, and
- (h) -OH;

(3) -C₃₋₆ cycloalkyl fused with a phenyl ring, unsubstituted or substituted with from 1 to 4 substituents independently selected from:

- (a) halogen,
- (b) C₁₋₄ alkyl,

- (c) -O-C₁₋₄ alkyl,
- (d) C₁₋₄ fluoroalkyl,
- (e) -O-C₁₋₄ fluoroalkyl,
- (f) -CN, and
- (g) -OH;

(4) a 5- or 6- membered heteroaromatic ring selected from thienyl, pyridyl, imidazolyl, pyrrolyl, pyrazolyl, thiazolyl, isothiazolyl, oxazolyl, isooxazolyl, pyrazinyl, pyrimidinyl, triazolyl, tetrazolyl, furanyl, and pyridazinyl, wherein the heteroaromatic ring is unsubstituted or substituted on nitrogen or carbon with from 1 to 4 substituents independently selected from:

- (a) halogen,
- (b) C₁₋₄ alkyl,
- (c) C₁₋₄ fluoroalkyl,
- (d) -O-C₁₋₄ alkyl,
- (e) -O-C₁₋₄ fluoroalkyl,
- (f) phenyl,
- (g) -S-C₁₋₄ alkyl,
- (h) -CN,
- (i) -OH,
- (j) phenoxy, unsubstituted or substituted with from 1 to 3 substituents independently selected from:
 - (i) halogen,
 - (ii) C₁₋₄ alkyl,
 - (iii) C₁₋₄ fluoroalkyl, and
 - (iv) -OH,
- (k) -N(R^a)₂,
- (l) -C₁₋₄ alkyl-N(R^a)₂,
- (m) naphthyl, which is unsubstituted or substituted with 1 or 2 substituents independently selected from halogen, C₁₋₄ alkyl, and -O-C₁₋₄ alkyl,
- (n) -R^t,
- (o) oxo,
- (p) -(CH₂)₀₋₃C(=O)N(R^a)₂, and
- (q) -(CH₂)₀₋₃C(=O)R^a;

(5) a 5- or 6- or 7- membered saturated heterocyclic ring selected from piperidinyl, morpholinyl, thiomorpholinyl, thiazolidinyl, isothiazolidinyl, oxazolidinyl,

isooxazolidinyl, pyrrolidinyl, imidazolidinyl, piperazinyl, tetrahydrofuranyl, pyrazolidinyl, hexahydropyrimidinyl, thiazinanyl, thiazepanyl, azepanyl, thiadiazepanyl, dithiazepanyl, diazepanyl, and thiadiazinanyl, and wherein the heterocyclic ring is unsubstituted or substituted with from 1 to 4 substituents independently selected from:

- (a) halogen,
- (b) C₁₋₆ alkyl,
- (c) -O-C₁₋₆ alkyl,
- (d) C₁₋₆ fluoroalkyl,
- (e) -O-C₁₋₆ fluoroalkyl,
- (f) -CN,
- (g) oxo,
- (h) phenyl
- (i) benzyl,
- (j) phenylethyl,
- (k) -OH,
- (l) -(CH₂)₀₋₃C(=O)N(R^a)₂,
- (m) -(CH₂)₀₋₃C(=O)R^a,
- (n) -N(R^a)-C(=O)R^a,
- (o) -N(R^a)-CO₂R^a,
- (p) -(CH₂)₁₋₃N(R^a)-C(=O)R^a,
- (q) -N(R^a)₂,
- (r) -(CH₂)₁₋₃N(R^a)₂,
- (s) -(CH₂)₁₋₃-OR^a,
- (t) -(CH₂)₀₋₃CO₂R^a,
- (u) -(CH₂)₀₋₃-O-(CH₂)₁₋₃-OR^a,
- (v) -SO₂R^a,
- (w) -SO₂N(R^a)₂,
- (x) -(CH₂)₀₋₃C(=O)O(CH₂)₁₋₂CH=CH₂,
- (y) naphthyl, which is unsubstituted or substituted with 1 or 2 substituents independently selected from halogen, C₁₋₄ alkyl, and -O-C₁₋₄ alkyl,
- (z) -(CH₂)₁₋₃-naphthyl, wherein the naphthyl is unsubstituted or substituted with 1 or 2 substituents independently selected from halogen, C₁₋₄ alkyl, and -O-C₁₋₄ alkyl,
- (aa) R^t,
- (bb) -(CH₂)₁₋₃R^t,

- (cc) $-(\text{CH}_2)_0\text{-3C(=O)R}^t$, and
(dd) $-\text{N(H)R}^t$ or $-\text{N(C}_{1-4}\text{ alkyl)R}^t$; ~~$-\text{N(R}^a)\text{R}^t$~~ ; or

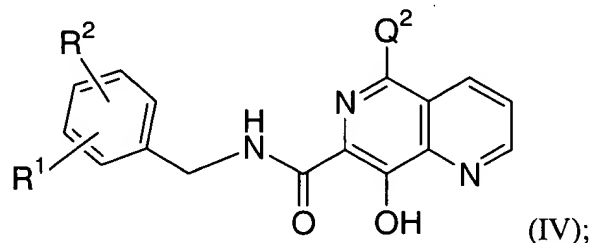
(6) an 8- to 10- membered heterobicyclic ring selected from indolyl, benzotriazolyl, benzoimidazolyl, imidazo[4,5-b]pyridinyl, dihydroimidazo[4,5-b]pyridinyl, pyrazolo[4,3-c]pyridinyl, dihydropyrazolo[4,3-c]pyridinyl, tetrahydropyrazolo[4,3-c]pyridinyl, pyrrolo[1,2-a]pyrazinyl, dihydropyrrolo[1,2-a]pyrazinyl, tetrahydropyrrolo[1,2-a]pyrazinyl, octahydropyrrolo[1,2-a]pyrazinyl, isoindolyl, indazolyl, indolinyl, isoindolinyl, quinolinyl, isoquinolinyl, quinoxalinyl, quinazolinyl, cinnolinyl, chromanyl, isochromanyl, hexahydropyrazolo[4,3-c]pyridinyl, hexahydropurinyl, hexahydrooxazolo[3,4-a]pyrazinyl, and 1,2,3,4-tetrahydro-1,8-naphthyridinyl; and wherein the bicyclic ring is unsubstituted or substituted with from 1 to 3 substituents independently selected from:

- (a) halogen,
- (b) C_{1-4} alkyl,
- (c) $-\text{O-C}_{1-4}$ alkyl,
- (d) C_{1-4} fluoroalkyl,
- (e) $-\text{O-C}_{1-4}$ fluoroalkyl,
- (f) $-\text{CN}$,
- (g) $=\text{O}$, and
- (h) $-\text{OH}$;

R^t is a 5- or 6-membered heteromonocyclic ring selected from pyrrolidinyl, pyrazolidinyl, imidazolyl, piperidinyl, piperazinyl, pyrrolyl, pyridyl, imidazolyl, pyrazolyl, triazolyl, tetrazolyl, pyrazinyl, pyrimidinyl, and pyradizinyl; and wherein the heteromonocyclic ring is unsubstituted or substituted with 1 or 2 substituents independently selected from halogen, oxo, C_{1-4} alkyl, and $-\text{O-C}_{1-4}$ alkyl;

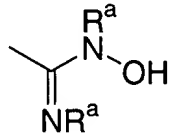
or a pharmaceutically acceptable salt thereof.

8. (currently amended) A compound of Formula (IV):



wherein

Q² is

- (1) -H,
- (2) -C₁₋₄ alkyl,
- (3) -(CH₂)₀₋₂CF₃,
- (4) -O-C₁₋₄ alkyl,
- (5) -O-(CH₂)₀₋₂CF₃,
- (6) halo selected from -F, -Cl and -Br,
- (7) -CN,
- (8) -(CH₂)₁₋₃OR^a,
- (9) -(CH₂)₀₋₂C(=O)R^a,
- (10) -(CH₂)₀₋₂CO₂R^a,
- (11) -(CH₂)₀₋₂SR^a,
- (12) -N(R^a)₂,
- (13) -(CH₂)₁₋₃N(R^a)₂,
- (14) -(CH₂)₀₋₂C(=O)N(R^a)₂,
- (15) -G-(CH₂)₁₋₂-C(=O)N(R^a)₂, wherein G is O, S, N(R^a), or N(SO₂R^a),
- (16) -N(R^a)-C(R^a)=O,
- (17) -(CH₂)₁₋₂-N(R^a)-C(R^a)=O,
- (18) -C(=O)-N(R^a)-(CH₂)₁₋₃-[C(=O)]₀₋₁-N(R^a)₂,
- (19) -C(=O)-N(R^a)-(CH₂)₁₋₂H substituted with 1 or 2 -OR^a,
- (20) -SO₂R^a,
- (21) -N(R^a)SO₂R^a,
- (22) -CH=CH-(CH₂)₀₋₁-C(=O)-N(R^a)₂,
- (23) $\text{—C}\equiv\text{C—CH}_2\text{OR}^a$,
- (24) $\text{—C}\equiv\text{C—CH}_2\text{SR}^a$,
- (25) $\text{—C}\equiv\text{C—CH}_2\text{SO}_2\text{R}^a$,
- (26) ,
 $\text{CH}_3\text{—C(=NR}^a\text{)—N(R}^a\text{)OH}$
- (27) -N(R^a)-(CH₂)₁₋₄SR^a,
- (28) -N(R^a)-(CH₂)₁₋₄OR^a,
- (29) -N(R^a)-(CH₂)₁₋₄-N(R^a)₂,
- (30) -N(R^a)-(CH₂)₁₋₄N(R^a)-C(R^a)=O,

- (31) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{0-2}-[\text{C}(=\text{O})]_{1-2}\text{N}(\text{R}^a)_2$,
- (32) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}-\text{CO}_2\text{R}^a$,
- (33) $-\text{N}(\text{R}^a)\text{C}(=\text{O})\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}-\text{C}(=\text{O})\text{N}(\text{R}^a)_2$,
- (34) $-\text{N}(\text{R}^a)\text{C}(=\text{O})-(\text{CH}_2)_{1-4}-\text{N}(\text{R}^a)_2$,
- (35) $-\text{N}(\text{R}^a)-\text{SO}_2-\text{N}(\text{R}^a)_2$,
- (36) $-\text{R}^k$,
- (37) $-(\text{CH}_2)_{1-4}\text{R}^k$,
- (38) $-\text{C}\equiv\text{C}-\text{CH}_2\text{R}^k$,
- (39) $-\text{O}-\text{R}^k$,
- (40) $-\text{S}(\text{O})_n-\text{R}^k$,
- (41) $-\text{N}(\text{R}^c)-\text{R}^k$,
- (42) $-\text{N}(\text{R}^c)-(\text{CH}_2)_{1-4}\text{H}$ substituted with one or two R^k groups,
- (43) $-\text{N}(\text{R}^c)-(\text{CH}_2)_{1-4}\text{OR}^k$,
- (44) $-\text{C}(=\text{O})-\text{R}^k$,
- (45) $-\text{C}(=\text{O})\text{N}(\text{R}^a)-\text{R}^k$,
- (46) $-\text{N}(\text{R}^a)\text{C}(=\text{O})-\text{R}^k$,
- (47) $-\text{C}(=\text{O})\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}\text{R}^k$; or
- (48) $-\text{N}(\text{R}^a)-\text{S}(\text{O})_n\text{R}^k$;

each of R^1 and R^2 is independently:

- (1) $-\text{H}$,
- (2) methyl,
- (3) ethyl,
- (4) CF_3 ,
- (5) methoxy,
- (6) ethoxy
- (7) $-\text{OCF}_3$
- (8) halo selected from $-\text{F}$, $-\text{Cl}$ and $-\text{Br}$,
- (9) $-\text{CN}$,
- (10) $-\text{CH}_2\text{OR}^a$,
- (11) $-\text{CO}_2\text{R}^a$,
- (12) $-\text{SR}^a$,
- (13) $-\text{N}(\text{R}^a)_2$,
- (14) $-(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)_2$,
- (15) $-\text{SO}_2\text{R}^a$,

- (16) $-(\text{CH}_2)_{1-2}\text{N}(\text{R}^a)\text{-C}(\text{R}^a)=\text{O}$,
- (17) $-\text{R}^k$,
- (18) $-(\text{CH}_2)_{1-3}\text{H}$ substituted with 1 or 2 R^k groups,
- (19) $-\text{O}-\text{R}^k$, or
- (20) $-\text{O}-\text{O}-(\text{CH}_2)_{1-3}\text{R}^k$;

each R^a is independently $-\text{H}$ or $-\text{C}_{1-4}$ alkyl;

each R^c is independently

- (1) $-\text{H}$,
- (2) $-\text{C}_{1-4}$ alkyl,
- (3) $-(\text{CH}_2)_{1-4}\text{N}(\text{R}^a)_2$, or
- (4) $-(\text{CH}_2)_{1-4}$ -phenyl, wherein the phenyl is optionally substituted with 1 to 3 substituents independently selected from halogen, C_{1-4} alkyl, C_{1-4} fluoroalkyl, $-\text{O}-\text{C}_{1-4}$ alkyl, $-\text{O}-\text{C}_{1-4}$ fluoroalkyl, $-\text{S}-\text{C}_{1-4}$ alkyl, $-\text{CN}$, and $-\text{OH}$; and

each R^k is independently:

(1) aryl selected from phenyl and naphthyl, wherein aryl is unsubstituted or substituted with from 1 to 4 substituents independently selected from:

- (a) halogen,
- (b) C_{1-4} alkyl,
- (c) C_{1-4} fluoroalkyl,
- (d) $-\text{O}-\text{C}_{1-4}$ alkyl,
- (e) $-\text{O}-\text{C}_{1-4}$ fluoroalkyl,
- (f) phenyl,
- (g) $-\text{S}-\text{C}_{1-4}$ alkyl,
- (h) $-\text{CN}$,
- (i) $-\text{OH}$,
- (j) phenoxy, unsubstituted or substituted with from 1 to 3 substituents independently selected from:
 - (i) halogen,
 - (ii) C_{1-4} alkyl,
 - (iii) C_{1-4} fluoroalkyl, and
 - (iv) $-\text{OH}$,
- (k) $-\text{N}(\text{R}^a)_2$,

- (l) $-C_{1-4}$ alkyl- $N(R^a)_2$,
 - (m) naphthyl, which is unsubstituted or substituted with 1 or 2 substituents independently selected from halogen, C_{1-4} alkyl, and $-O-C_{1-4}$ alkyl,
 - (n) $-R^t$,
 - (o) $-(CH_2)_{0-3}C(=O)N(R^a)_2$, and
 - (p) $-(CH_2)_{0-3}C(=O)R^a$;
- (2) $-C_{3-6}$ cycloalkyl, unsubstituted or substituted with from 1 to 3 substituents independently selected from:
- (a) halogen,
 - (b) C_{1-4} alkyl,
 - (c) $-O-C_{1-4}$ alkyl,
 - (d) C_{1-4} fluoroalkyl,
 - (e) $-O-C_{1-4}$ fluoroalkyl,
 - (f) $-CN$,
 - (g) phenyl, and
 - (h) $-OH$;
- (3) $-C_{3-6}$ cycloalkyl fused with a phenyl ring, unsubstituted or substituted with from 1 to 4 substituents independently selected from:
- (a) halogen,
 - (b) C_{1-4} alkyl,
 - (c) $-O-C_{1-4}$ alkyl,
 - (d) C_{1-4} fluoroalkyl,
 - (e) $-O-C_{1-4}$ fluoroalkyl,
 - (f) $-CN$, and
 - (g) $-OH$;
- (4) a 5- or 6- membered heteroaromatic ring selected from thienyl, pyridyl, imidazolyl, pyrrolyl, pyrazolyl, thiazolyl, isothiazolyl, oxazolyl, isooxazolyl, pyrazinyl, pyrimidinyl, triazolyl, tetrazolyl, furanyl, and pyridazinyl, wherein the heteroaromatic ring is unsubstituted or substituted on nitrogen or carbon with from 1 to 4 substituents independently selected from:
- (a) halogen,
 - (b) C_{1-4} alkyl,
 - (c) C_{1-4} fluoroalkyl,
 - (d) $-O-C_{1-4}$ alkyl,
 - (e) $-O-C_{1-4}$ fluoroalkyl,

- (f) phenyl,
- (g) -S-C₁₋₄ alkyl,
- (h) -CN,
- (i) -OH,
- (j) phenoxy, unsubstituted or substituted with from 1 to 3 substituents independently selected from:
 - (i) halogen,
 - (ii) C₁₋₄ alkyl,
 - (iii) C₁₋₄ fluoroalkyl, and
 - (iv) -OH,
- (k) -N(R^a)₂,
- (l) -C₁₋₄ alkyl-N(R^a)₂,
- (m) naphthyl, which is unsubstituted or substituted with 1 or 2 substituents independently selected from halogen, C₁₋₄ alkyl, and -O-C₁₋₄ alkyl,
- (n) -R^t,
- (o) oxo,
- (p) -(CH₂)₀₋₃C(=O)N(R^a)₂, and
- (q) -(CH₂)₀₋₃C(=O)R^a;

(5) a 5- or 6- or 7- membered saturated heterocyclic ring selected from piperidinyl, morpholinyl, thiomorpholinyl, thiazolidinyl, isothiazolidinyl, oxazolidinyl, isooxazolidinyl, pyrrolidinyl, imidazolidinyl, piperazinyl, tetrahydrofuranyl, pyrazolidinyl, hexahydropyrimidinyl, thiazinanyl, thiazepanyl, azepanyl, thiadiazepanyl, dithiazepanyl, diazepanyl, and thiadiazinanyl, and wherein the heterocyclic ring is unsubstituted or substituted with from 1 to 4 substituents independently selected from:

- (a) halogen,
- (b) C₁₋₆ alkyl,
- (c) -O-C₁₋₆ alkyl,
- (d) C₁₋₆ fluoroalkyl,
- (e) -O-C₁₋₆ fluoroalkyl,
- (f) -CN,
- (g) oxo,
- (h) phenyl
- (i) benzyl,
- (j) phenylethyl,
- (k) -OH,

- (l) $-(\text{CH}_2)_{0-3}\text{C}(=\text{O})\text{N}(\text{R}^a)_2$,
- (m) $-(\text{CH}_2)_{0-3}\text{C}(=\text{O})\text{R}^a$,
- (n) $-\text{N}(\text{R}^a)-\text{C}(=\text{O})\text{R}^a$,
- (o) $-\text{N}(\text{R}^a)-\text{CO}_2\text{R}^a$,
- (p) $-(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)-\text{C}(=\text{O})\text{R}^a$,
- (q) $-\text{N}(\text{R}^a)_2$,
- (r) $-(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)_2$,
- (s) $-(\text{CH}_2)_{1-3}-\text{OR}^a$,
- (t) $-(\text{CH}_2)_{0-3}\text{CO}_2\text{R}^a$,
- (u) $-(\text{CH}_2)_{0-3}-\text{O}-(\text{CH}_2)_{1-3}-\text{OR}^a$,
- (v) $-\text{SO}_2\text{R}^a$,
- (w) $-\text{SO}_2\text{N}(\text{R}^a)_2$,
- (x) $-(\text{CH}_2)_{0-3}\text{C}(=\text{O})\text{O}(\text{CH}_2)_{1-2}\text{CH}=\text{CH}_2$,
- (y) naphthyl, which is unsubstituted or substituted with 1 or 2 substituents independently selected from halogen, C_{1-4} alkyl, and $-\text{O}-\text{C}_{1-4}$ alkyl,
- (z) $-(\text{CH}_2)_{1-3}$ -naphthyl, wherein the naphthyl is unsubstituted or substituted with 1 or 2 substituents independently selected from halogen, C_{1-4} alkyl, and $-\text{O}-\text{C}_{1-4}$ alkyl,
- (aa) R^t ,
- (bb) $-(\text{CH}_2)_{1-3}\text{R}^t$,
- (cc) $-(\text{CH}_2)_{0-3}\text{C}(=\text{O})\text{R}^t$, and
- (dd) $-\text{N}(\text{H})\text{R}^t$ or $-\text{N}(\text{C}_{1-4} \text{ alkyl})\text{R}^t$; $-\text{N}(\text{R}^a)\text{R}^t$; or

(6) an 8- to 10- membered heterobicyclic ring selected from indolyl, benzotriazolyl, benzoimidazolyl, imidazo[4,5-b]pyridinyl, dihydroimidazo[4,5-b]pyridinyl, pyrazolo[4,3-c]pyridinyl, dihydropyrazolo[4,3-c]pyridinyl, tetrahydropyrazolo[4,3-c]pyridinyl, pyrrolo[1,2-a]pyrazinyl, dihydropyrrolo[1,2-a]pyrazinyl, tetrahydropyrrolo[1,2-a]pyrazinyl, octahydropyrrolo[1,2-a]pyrazinyl, isoindolyl, indazolyl, indolyl, isoindolyl, quinolyl, isoquinolyl, quinoxalyl, quinazolinyl, cinnolyl, chromanyl, isochromanyl, hexahydropyrazolo[4,3-c]pyridinyl, hexahydropurinyl, hexahydrooxazolo[3,4-a]pyrazinyl, and 1,2,3,4-tetrahydro-1,8-naphthyridinyl; and wherein the bicyclic ring is unsubstituted or substituted with from 1 to 3 substituents independently selected from:

- (a) halogen,
- (b) C_{1-4} alkyl,
- (c) $-\text{O}-\text{C}_{1-4}$ alkyl,
- (d) C_{1-4} fluoroalkyl,

- (e) -O-C₁₋₄ fluoroalkyl,
- (f) -CN,
- (g) =O, and
- (h) -OH;

R^t is a 5- or 6-membered heteromonocyclic ring selected from pyrrolidinyl, pyrazolidinyl, imidazolinyl, piperidinyl, piperazinyl, pyrrolyl, pyridyl, imidazolyl, pyrazolyl, triazolyl, tetrazolyl, pyrazinyl, pyrimidinyl, and pyradizinyl; and wherein the heteromonocyclic ring is unsubstituted or substituted with 1 or 2 substituents independently selected from halogen, oxo, C₁₋₄ alkyl, and -O-C₁₋₄ alkyl; and

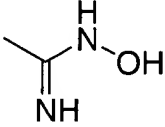
each n is an integer equal to zero, 1 or 2;

or a pharmaceutically acceptable salt thereof.

9. (currently amended) The compound according to claim 8, wherein

Q² is

- (1) -H,
- (2) methyl,
- (3) ethyl,
- (4) CF₃,
- (5) methoxy,
- (6) ethoxy
- (7) -OCF₃
- (8) halo selected from -F, -Cl and -Br,
- (9) -CN,
- (10) -CH₂OH,
- (11) -CH₂OCH₃
- (12) -(CH₂)₀₋₂C(=O)CH₃,
- (13) -(CH₂)₀₋₂CO₂CH₃,
- (14) -SR^a,
- (15) -N(R^a)₂,
- (16) -(CH₂)₁₋₂N(R^a)₂,
- (17) -(CH₂)₀₋₂C(=O)N(R^a)₂,
- (18) -S-CH₂-C(=O)N(R^a)₂,

- (19) $-O-CH_2-C(=O)N(R^a)_2$,
- (20) $-N(SO_2R^a)-CH_2-C(=O)N(R^a)_2$,
- (21) $-N(R^a)-C(R^a)=O$,
- (22) $-C(=O)-N(R^a)-(CH_2)_{1-2}-C(=O)N(R^a)_2$,
- (23) $-C(=O)-N(R^a)-(CH_2)_{1-2}OR^a$,
- (24) $-C(=O)-N(R^a)-(CH_2)_{1-3}-N(R^a)_2$,
- (25) $-SO_2R^a$,
- (26) $-N(R^a)SO_2R^a$,
- (27) $-CH=CH-C(=O)-N(R^a)_2$,
- (28) $-C\equiv C-CH_2OR^a$,
- (29) $-C\equiv C-CH_2SR^a$,
- (30) $-C\equiv C-CH_2SO_2R^a$,
- (31) ,
 $\begin{array}{c} \text{H} \\ | \\ \text{C} \\ || \\ \text{NH} \end{array} \text{N-OH}$,
- (32) $-N(R^a)-(CH_2)_{1-3}SR^a$,
- (33) $-N(R^a)-(CH_2)_{1-3}OR^a$,
- (34) $-N(R^a)-(CH_2)_{1-3}N(R^a)_2$,
- (35) $-N(R^a)-(CH_2)_{1-3}N(R^a)-C(R^a)=O$,
- (36) $-N(R^a)CH_2-C(=O)N(R^a)_2$,
- (37) $-N(R^a)-C(=O)-C(=O)-N(R^a)_2$,
- (38) $-N(R^a)-C(=O)-N(R^a)_2$,
- (39) $-N(R^a)-(CH_2)_{1-2}-CO_2R^a$,
- (40) $-N(R^a)-C(=O)-N(R^a)-(CH_2)_{1-2}-C(=O)-N(R^a)_2$,
- (41) $-N(R^a)-C(=O)-(CH_2)_{1-2}-N(R^a)_2$,
- (42) $-N(R^a)-SO_2-N(R^a)_2$,
- (43) $-R^k$,
- (44) $-(CH_2)_{1-4}R^k$,
- (45) $-C\equiv C-CH_2R^k$,
- (46) $-O-R^k$,
- (47) $-S-R^k$,
- (48) $-SO_2-R^k$,
- (49) $-N(R^c)-R^k$,
- (50) $-N(R^c)-(CH_2)_{1-4}H$ substituted with one or two R^k groups,
- (51) $-N(R^c)-(CH_2)_{1-4}OR^k$,

- (52) $-\text{C}(=\text{O})-\text{R}^k$,
- (53) $-\text{C}(=\text{O})\text{N}(\text{R}^a)-\text{R}^k$,
- (54) $-\text{N}(\text{R}^a)-\text{C}(=\text{O})-\text{R}^k$,
- (55) $-\text{C}(=\text{O})\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}\text{R}^k$, or
- (56) $-\text{N}(\text{R}^a)-\text{SO}_2\text{R}^k$,

each of R^1 and R^2 is independently:

- (1) $-\text{H}$,
- (2) methyl,
- (3) ethyl,
- (4) CF_3 ,
- (5) methoxy,
- (6) ethoxy
- (7) $-\text{OCF}_3$
- (8) halo selected from $-\text{F}$ and $-\text{Cl}$,
- (9) $-\text{CN}$,
- (10) $-\text{CH}_2\text{OR}^a$,
- (11) $-\text{CO}_2\text{R}^a$,
- (12) $-\text{SR}^a$,
- (13) $-\text{N}(\text{R}^a)_2$,
- (14) $-(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)_2$,
- (15) $-\text{SO}_2\text{R}^a$,
- (16) $-\text{R}^k$,
- (17) $-(\text{CH}_2)_{1-3}\text{R}^k$,
- (18) $-\text{O}-\text{R}^k$, or
- (19) $-\text{O}-(\text{CH}_2)_{1-3}\text{R}^k$;

each R^a is independently $-\text{H}$ or $-\text{C}_{1-4}$ alkyl;

each R^c is independently $-\text{H}$, $-\text{C}_{1-4}$ alkyl, or $-(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)_2$;

each R^k is independently:

- (1) phenyl which is unsubstituted or substituted with from 1 to 4 substituents

independently selected from:

- (a) halogen selected from $-\text{F}$, $-\text{Cl}$, and $-\text{Br}$,
- (b) methyl or ethyl,

- (c) -CF₃,
- (d) methoxy,
- (e) -OCF₃,
- (f) phenyl,
- (g) -S-CH₃,
- (h) -CN,
- (i) -OH,
- (j) phenyloxy
- (k) -N(R^a)₂,
- (l) -(CH₂)₁₋₃N(R^a)₂,
- (m) -R^t,
- (n) -(CH₂)₀₋₃C(=O)N(R^a)₂, and
- (o) -(CH₂)₀₋₃C(=O)R^a;

(2) -C₃₋₆ cycloalkyl,

(3) a 5- or 6- membered heteroaromatic ring selected from thienyl, pyridyl, imidazolyl, pyrrolyl, pyrazolyl, thiazolyl, isothiazolyl, oxazolyl, isooxazolyl, pyrazinyl, pyrimidinyl, triazolyl, tetrazolyl, furanyl, and pyridazinyl, wherein the heteroaromatic ring is unsubstituted or substituted on nitrogen or carbon with 1 or 2 substituents independently selected from:

- (a) halogen selected from -F, -Cl, and -Br,
- (b) methyl or ethyl,
- (c) -CF₃,
- (d) methoxy,
- (e) -OCF₃,
- (f) -S-C₁₋₄ alkyl,
- (g) -CN,
- (h) -OH,
- (i) -N(R^a)₂,
- (j) -C₁₋₄ alkyl-N(R^a)₂,
- (k) -R^t,
- (l) oxo,
- (m) -(CH₂)₀₋₃C(=O)N(R^a)₂, and
- (n) -(CH₂)₀₋₃C(=O)R^a;

(4) a 5- or 6- or 7- membered saturated heterocyclic ring selected from piperidinyl, morpholinyl, thiomorpholinyl, thiazolidinyl, isothiazolidinyl, oxazolidinyl, isooxazolidinyl, pyrrolidinyl, imidazolidinyl, piperazinyl, tetrahydrofuranyl, pyrazolidinyl,

hexahydropyrimidinyl, thiazinanyl, thiazepanyl, azepanyl, thiadiazepanyl, dithiazepanyl, diazepanyl, and thiadiazinanyl; and wherein the heterocyclic ring is unsubstituted or substituted with 1 to 4 substituents independently selected from:

- (a) halogen selected from -F, -Cl, and -Br,
- (b) methyl or ethyl,
- (c) -CF₃,
- (d) methoxy,
- (e) -OCF₃,
- (f) -CN,
- (g) =O,
- (h) phenyl,
- (i) benzyl,
- (j) phenylethyl,
- (k) -OH,
- (l) -(CH₂)₀₋₃C(=O)N(R^a)₂,
- (m) -(CH₂)₀₋₃C(=O)R^a,
- (n) N(R^a)-C(=O)R^a,
- (o) N(R^a)-CO₂R^a,
- (p) (CH₂)₁₋₃N(R^a)-C(=O)R^a,
- (q) N(R^a)₂,
- (r) (CH₂)₁₋₃N(R^a)₂,
- (s) SO₂R^a,
- (t) -(CH₂)₀₋₃C(=O)R^t,
- (u) -R^t,
- (v) -N(H)R^t or -N(C₁₋₄ alkyl)R^t, ~~N(R^a)R^t~~, and
- (w) -(CH₂)₁₋₃R^t; and

(5) an 8- to 10- membered heterobicyclic ring selected from indolyl, benzotriazolyl, benzoimidazolyl, imidazo[4,5-b]pyridinyl, dihydroimidazo[4,5-b]pyridinyl, pyrazolo[4,3-c]pyridinyl, dihydropyrazolo[4,3-c]pyridinyl, tetrahydropyrazolo[4,3-c]pyridinyl, pyrrolo[1,2-a]pyrazinyl, dihydropyrrolo[1,2-a]pyrazinyl, tetrahydropyrrolo[1,2-a]pyrazinyl, octahydropyrrolo[1,2-a]pyrazinyl, isoindolyl, indazolyl, indolyl, isoindolyl, quinolyl, isoquinolyl, quinoxalyl, quinazolyl, cinnolyl, chromanyl, isochromanyl, and 1,2,3,4-tetrahydro-1,8-naphthyridinyl, wherein the bicyclic ring is unsubstituted or substituted with 1 or 2 substituents independently selected from:

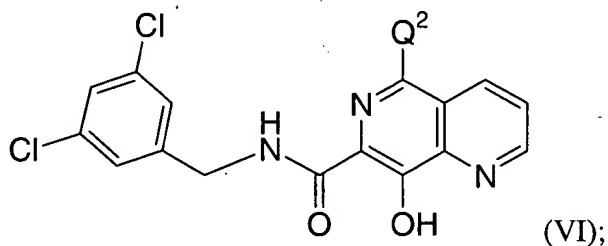
- (a) halogen selected from -F, -Cl, and -Br,
- (b) methyl or ethyl,

- (c) -CF₃,
- (d) methoxy,
- (e) -OCF₃,
- (f) -CN,
- (g) =O, and
- (h) -OH;

R^t is selected from pyrrolidinyl, pyrazolidinyl, imidazoliny, piperidinyl, piperazinyl, pyrrolyl, pyridyl, imidazolyl, pyrazolyl, triazolyl, tetrazolyl, pyrazinyl, pyrimidinyl, and pyradizinyl; any one of which is unsubstituted or substituted with 1 or 2 substituents independently selected from -F, -Cl, -Br, oxo, methyl, and methoxy;

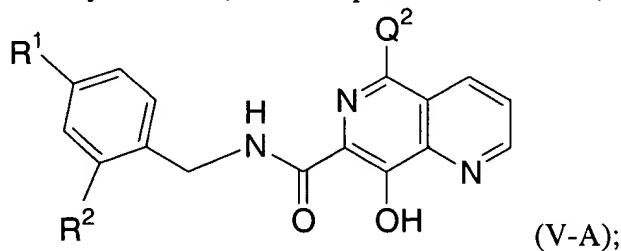
or a pharmaceutically acceptable salt thereof.

10. (original) The compound according to claim 9, which is a compound of Formula (VI):



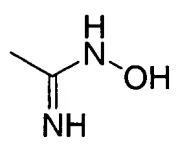
or a pharmaceutically acceptable salt thereof.

11. (currently amended) A compound of Formula (V-A):



Q² is

- (1) -H,
- (2) methyl,
- (3) ethyl,

- (4) CF_3 ,
- (5) methoxy,
- (6) ethoxy
- (7) $-\text{OCF}_3$
- (8) halo selected from -F, -Cl and -Br,
- (9) $-\text{CN}$,
- (10) $-\text{CH}_2\text{OH}$,
- (11) $-\text{CH}_2\text{OCH}_3$
- (12) $-(\text{CH}_2)_{0-2}\text{C}(=\text{O})\text{CH}_3$,
- (13) $-(\text{CH}_2)_{0-2}\text{CO}_2\text{CH}_3$,
- (14) $-\text{SR}^a$,
- (15) $-\text{N}(\text{R}^a)_2$,
- (16) $-(\text{CH}_2)_{1-2}\text{N}(\text{R}^a)_2$,
- (17) $-(\text{CH}_2)_{0-2}\text{C}(=\text{O})\text{N}(\text{R}^a)_2$,
- (18) $-\text{S}-\text{CH}_2-\text{C}(=\text{O})\text{N}(\text{R}^a)_2$,
- (19) $-\text{O}-\text{CH}_2-\text{C}(=\text{O})\text{N}(\text{R}^a)_2$,
- (20) $-\text{N}(\text{SO}_2\text{R}^a)-\text{CH}_2-\text{C}(=\text{O})\text{N}(\text{R}^a)_2$,
- (21) $-\text{N}(\text{R}^a)-\text{C}(\text{R}^a)=\text{O}$,
- (22) $-\text{C}(=\text{O})-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-2}-\text{C}(=\text{O})\text{N}(\text{R}^a)_2$,
- (23) $-\text{C}(=\text{O})-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-2}\text{OR}^a$,
- (24) $-\text{C}(=\text{O})-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-3}-\text{N}(\text{R}^a)_2$,
- (25) $-\text{SO}_2\text{R}^a$,
- (26) $-\text{N}(\text{R}^a)\text{SO}_2\text{R}^a$,
- (27) $-\text{CH}=\text{CH}-\text{C}(=\text{O})-\text{N}(\text{R}^a)_2$,
- (28) $-\text{C}\equiv\text{C}-\text{CH}_2\text{OR}^a$,
- (29) $-\text{C}\equiv\text{C}-\text{CH}_2\text{SR}^a$,
- (30) $-\text{C}\equiv\text{C}-\text{CH}_2\text{SO}_2\text{R}^a$,
- (31) ,
 NH
- (32) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-3}\text{SR}^a$,
- (33) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-3}\text{OR}^a$,
- (34) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)_2$,
- (35) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)-\text{C}(\text{R}^a)=\text{O}$,
- (36) $-\text{N}(\text{R}^a)\text{CH}_2-\text{C}(=\text{O})\text{N}(\text{R}^a)_2$,

- (37) $-\text{N}(\text{R}^a)-\text{C}(=\text{O})-\text{C}(=\text{O})-\text{N}(\text{R}^a)_2$,
- (38) $-\text{N}(\text{R}^a)-\text{C}(=\text{O})-\text{N}(\text{R}^a)_2$,
- (39) $-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-2}-\text{CO}_2\text{R}^a$,
- (40) $-\text{N}(\text{R}^a)-\text{C}(=\text{O})-\text{N}(\text{R}^a)-(\text{CH}_2)_{1-2}-\text{C}(=\text{O})-\text{N}(\text{R}^a)_2$,
- (41) $-\text{N}(\text{R}^a)-\text{C}(=\text{O})-(\text{CH}_2)_{1-2}-\text{C}(=\text{O})-\text{N}(\text{R}^a)_2$,
- (42) $-\text{N}(\text{R}^a)-\text{SO}_2-\text{N}(\text{R}^a)_2$,
- (43) $-\text{R}^k$,
- (44) $-(\text{CH}_2)_{1-4}\text{R}^k$,
- (45) $-\text{C}\equiv\text{C}-\text{CH}_2\text{R}^k$,
- (46) $-\text{O}-\text{R}^k$,
- (47) $-\text{S}-\text{R}^k$,
- (48) $-\text{SO}_2-\text{R}^k$,
- (49) $-\text{N}(\text{R}^c)-\text{R}^k$,
- (50) $-\text{N}(\text{R}^c)-(\text{CH}_2)_{1-4}\text{H}$ substituted with one or two R^k groups,
- (51) $-\text{N}(\text{R}^c)-(\text{CH}_2)_{1-4}\text{OR}^k$,
- (52) $-\text{C}(=\text{O})-\text{R}^k$,
- (53) $-\text{C}(=\text{O})\text{N}(\text{R}^a)-\text{R}^k$,
- (54) $-\text{N}(\text{R}^a)-\text{C}(=\text{O})-\text{R}^k$,
- (55) $-\text{C}(=\text{O})\text{N}(\text{R}^a)-(\text{CH}_2)_{1-4}\text{R}^k$, or
- (56) $-\text{N}(\text{R}^a)-\text{SO}_2\text{R}^k$,

each of R^1 and R^2 is independently:

- (1) $-\text{H}$,
- (2) methyl,
- (3) ethyl,
- (4) CF_3 ,
- (5) methoxy,
- (6) ethoxy
- (7) $-\text{OCF}_3$
- (8) halo selected from $-\text{F}$ and $-\text{Cl}$,
- (9) $-\text{CN}$,
- (10) $-\text{CH}_2\text{OR}^a$,
- (11) $-\text{CO}_2\text{R}^a$,
- (12) $-\text{SR}^a$,
- (13) $-\text{N}(\text{R}^a)_2$,

- (14) $-(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)_2$,
- (15) $-\text{SO}_2\text{R}^a$,
- (16) $-\text{R}^k$,
- (17) $-(\text{CH}_2)_{1-3}\text{R}^k$,
- (18) $-\text{O}-\text{R}^k$, or
- (19) $-\text{O}-(\text{CH}_2)_{1-3}\text{R}^k$;

each R^a is independently -H or $-\text{C}_{1-4}$ alkyl;

each R^c is independently -H, $-\text{C}_{1-4}$ alkyl, or $-(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)_2$;

each R^k is independently:

(1) phenyl which is unsubstituted or substituted with from 1 to 4 substituents independently selected from:

- (a) halogen selected from -F, -Cl, and -Br,
- (b) methyl or ethyl,
- (c) $-\text{CF}_3$,
- (d) methoxy,
- (e) $-\text{OCF}_3$,
- (f) phenyl,
- (g) $-\text{S}-\text{CH}_3$,
- (h) $-\text{CN}$,
- (i) $-\text{OH}$,
- (j) phenoxy
- (k) $-\text{N}(\text{R}^a)_2$,
- (l) $-(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)_2$,
- (m) $-\text{R}^t$,
- (n) $-(\text{CH}_2)_{0-3}\text{C}(=\text{O})\text{N}(\text{R}^a)_2$, and
- (o) $-(\text{CH}_2)_{0-3}\text{C}(=\text{O})\text{R}^a$;

(2) $-\text{C}_{3-6}$ cycloalkyl,

(3) a 5- or 6- membered heteroaromatic ring selected from thienyl, pyridyl, imidazolyl, pyrrolyl, pyrazolyl, thiazolyl, isothiazolyl, oxazolyl, isooxazolyl, pyrazinyl, pyrimidinyl, triazolyl, tetrazolyl, furanyl, and pyridazinyl, wherein the heteroaromatic ring is unsubstituted or substituted on nitrogen or carbon with 1 or 2 substituents independently selected from:

- (a) halogen selected from -F, -Cl, and -Br,

- (b) methyl or ethyl,
- (c) $-\text{CF}_3$,
- (d) methoxy,
- (e) $-\text{OCF}_3$,
- (f) $-\text{S-C}_{1-6}$ alkyl,
- (g) $-\text{CN}$,
- (h) $-\text{OH}$,
- (i) $-\text{N(R}^a)_2$,
- (j) $-\text{C}_{1-6}$ alkyl- $\text{N(R}^a)_2$,
- (k) $-\text{R}^t$,
- (l) oxo,
- (m) $-(\text{CH}_2)_0-3\text{C(=O)N(R}^a)_2$, and
- (n) $-(\text{CH}_2)_0-3\text{C(=O)R}^a$;

(4) a 5- or 6- or 7- membered saturated heterocyclic ring selected from piperidinyl, morpholinyl, thiomorpholinyl, thiazolidinyl, isothiazolidinyl, oxazolidinyl, isooxazolidinyl, pyrrolidinyl, imidazolidinyl, piperazinyl, tetrahydrofuranyl, pyrazolidinyl, hexahydropyrimidinyl, thiazinanyl, thiazepanyl, azepanyl, thiadiazepanyl, dithiazepanyl, diazepanyl, and thiadiazinanyl; and wherein the heterocyclic ring is unsubstituted or substituted with 1 to 4 substituents independently selected from:

- (a) halogen selected from $-\text{F}$, $-\text{Cl}$, and $-\text{Br}$,
- (b) methyl or ethyl,
- (c) $-\text{CF}_3$,
- (d) methoxy,
- (e) $-\text{OCF}_3$,
- (f) $-\text{CN}$,
- (g) $=\text{O}$,
- (h) phenyl,
- (i) benzyl,
- (j) phenylethyl,
- (k) $-\text{OH}$,
- (l) $-(\text{CH}_2)_0-3\text{C(=O)N(R}^a)_2$,
- (m) $-(\text{CH}_2)_0-3\text{C(=O)R}^a$,
- (n) $\text{N(R}^a)\text{-C(=O)R}^a$,
- (o) $\text{N(R}^a)\text{-CO}_2\text{R}^a$,
- (p) $(\text{CH}_2)_1-3\text{N(R}^a)\text{-C(=O)R}^a$,
- (q) $\text{N(R}^a)_2$,

- (r) $(\text{CH}_2)_{1-3}\text{N}(\text{R}^a)_2$,
- (s) SO_2R^a ,
- (t) $-(\text{CH}_2)_{0-3}\text{C}(=\text{O})\text{R}^t$,
- (u) $-\text{R}^t$,
- (v) $-\text{N}(\text{H})\text{R}^t$ or $-\text{N}(\text{C}_{1-4}\text{ alkyl})\text{R}^t$, $-\text{N}(\text{R}^a)\text{R}^t$, and
- (w) $-(\text{CH}_2)_{1-3}\text{R}^t$; and

(5) an 8- to 10- membered heterobicyclic ring selected from indolyl, benzotriazolyl, benzoimidazolyl, imidazo[4,5-b]pyridinyl, dihydroimidazo[4,5-b]pyridinyl, pyrazolo[4,3-c]pyridinyl, dihydropyrazolo[4,3-c]pyridinyl, tetrahydropyrazolo[4,3-c]pyridinyl, pyrrolo[1,2-a]pyrazinyl, dihydropyrrolo[1,2-a]pyrazinyl, tetrahydropyrrolo[1,2-a]pyrazinyl, octahydropyrrolo[1,2-a]pyrazinyl, isoindolyl, indazolyl, indolinyl, isoindolinyl, quinolinyl, isoquinolinyl, quinoxalinyl, quinazolinyl, cinnolinyl, chromanyl, isochromanyl, and 1,2,3,4-tetrahydro-1,8-naphthyridinyl, wherein the bicyclic ring is unsubstituted or substituted with 1 or 2 substituents independently selected from:

- (a) halogen selected from -F, -Cl, and -Br,
- (b) methyl or ethyl,
- (c) $-\text{CF}_3$,
- (d) methoxy,
- (e) $-\text{OCF}_3$,
- (f) $-\text{CN}$,
- (g) $=\text{O}$, and
- (h) $-\text{OH}$;

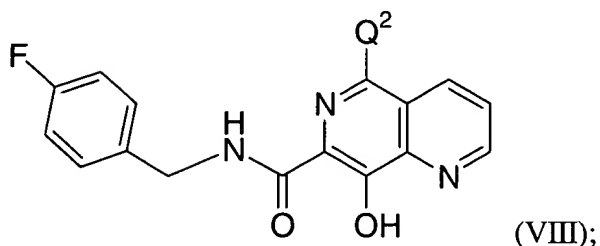
R^t is selected from pyrrolidinyl, pyrazolidinyl, imidazolinyl, piperidinyl, piperazinyl, pyrrolyl, pyridyl, imidazolyl, pyrazolyl, triazolyl, tetrazolyl, pyrazinyl, pyrimidinyl, and pyradizinyl; any one of which is unsubstituted or substituted with 1 or 2 substituents independently selected from -F, -Cl, -Br, oxo, methyl, and methoxy;

or a pharmaceutically acceptable salt thereof.

12. (original) The compound according to claim 11, wherein R^1 is H or F, and R^2 is H or $-\text{SO}_2\text{CH}_3$, with the proviso that R^1 and R^2 are not both H;

or a pharmaceutically acceptable salt thereof.

13. (original) The compound according to claim 12, which is a compound of Formula (VIII):



or a pharmaceutically acceptable salt.

14. (original) The compound according to claim 12, wherein

Q² is:

- (1) -C(=O)N(R^a)₂,
- (2) -CH₂C(=O)N(R^a)₂,
- (3) -CH₂CH₂C(=O)N(R^a)₂,
- (4) -S-CH₂-C(=O)N(R^a)₂,
- (5) -O-CH₂-C(=O)N(R^a)₂,
- (6) -N(R^a)-C(R^a)=O,
- (7) -N(SO₂R^a)-CH₂-C(=O)N(R^a)₂,
- (8) -N(R^a)-C(=O)-C(=O)-N(R^a)₂,
- (9) -N(R^a)SO₂R^a,
- (10) -CH=CH-C(=O)-N(R^a)₂,
- (11) -N(R^a)CH₂-C(=O)N(R^a)₂,
- (12) -N(R^a)-C(=O)-N(R^a)₂,
- (13) -R^k,
- (14) -(CH₂)₁₋₃R^k, or
- (15) -N(R^c)-(CH₂)₁₋₃R^k,

each R^a is independently -H or -C₁₋₄ alkyl;

each R^c is independently -H or -C₁₋₄ alkyl; and

R^k is a saturated heterocyclic ring selected from piperidinyl, morpholinyl, thiomorpholinyl, thiazolidinyl, isothiazolidinyl, oxazolidinyl, isooxazolidinyl, pyrrolidinyl, imidazolidinyl, piperazinyl, tetrahydrofuranyl, pyrazolidinyl, hexahydropyrimidinyl, 1,2-thiazinanyl, 1,4-

thiazepanyl, 1,2,5-thiadiazepanyl, 1,5,2-dithiazepanyl, 1,4-diazepanyl, and 1,2,6-thiadiazinanyl, wherein the heterocyclic ring is unsubstituted or substituted with 1 to 4 substituents independently selected from:

- (a) methyl or ethyl,
- (b) =O,
- (c) -C(=O)N(R^a)₂,
- (d) -CH₂C(=O)N(R^a)₂,
- (e) -C(=O)R^a, or
- (f) -SO₂R^a;

or a pharmaceutically acceptable salt thereof.

15. (original) The compound according to claim 14, wherein

Q² is:

- (1) -C(=O)N(R^a)₂,
- (2) -CH₂C(=O)N(R^a)₂,
- (3) -CH₂CH₂C(=O)N(R^a)₂,
- (4) -S-CH₂-C(=O)N(R^a)₂,
- (5) -O-CH₂-C(=O)N(R^a)₂,
- (6) -N(SO₂R^a)-CH₂-C(=O)N(R^a)₂,
- (7) -N(R^a)-C(=O)-C(=O)-N(R^a)₂,
- (8) -N(R^a)SO₂R^a,
- (9) -CH=CH-C(=O)-N(R^a)₂,
- (10) -N(R^a)CH₂-C(=O)N(R^a)₂,
- (11) -N(R^a)-C(=O)-N(R^a)₂,
- (12) -R^k,
- (13) -(CH₂)₁₋₂R^k, or
- (14) -NH-(CH₂)₁₋₂R^k;

each R^a is independently methyl, ethyl, or isopropyl; and

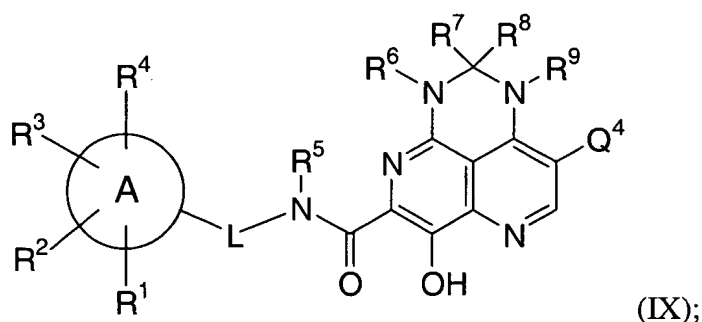
R^k is a saturated heterocyclic ring selected from piperidinyl, morpholinyl, thiomorpholinyl, thiazolidinyl, isothiazolidinyl, oxazolidinyl, isooxazolidinyl, pyrrolidinyl, imidazolidinyl, piperazinyl, tetrahydrofuranyl, pyrazolidinyl, hexahydropyrimidinyl, 1,2-thiazinanyl, 1,4-thiazepanyl, 1,2,5-thiadiazepanyl, 1,5,2-dithiazepanyl, 1,4-diazepanyl, and 1,2,6-thiadiazinanyl,

wherein the heterocyclic ring is unsubstituted or substituted with 1 to 4 substituents independently selected from:

- (a) methyl or ethyl,
- (b) =O,
- (c) -C(=O)NH₂,
- (d) -C(=O)CH₃, or
- (e) -SO₂CH₃;

or a pharmaceutically acceptable salt thereof.

16. (withdrawn) The compound according to claim 4, which is a compound of Formula (IX):



wherein

each of R⁶ and R⁹ is independently:

- (1) -H
- (2) -C₁₋₄ alkyl,
- (3) -C₁₋₄ fluoroalkyl,
- (4) -C₁₋₄ alkyl-OR^a,
- (5) -C₁₋₄ alkyl-S(O)_nR^a,
- (6) -C₁₋₄ alkyl-N(R^a)₂,
- (7) -C₁₋₄ alkyl-C(=O)-N(R^a)₂,
- (8) -C₁₋₄ alkyl-CO₂R^a, and
- (9) -C₁₋₄ alkyl substituted with R^k; and

each of R⁷ and R⁸ is independently:

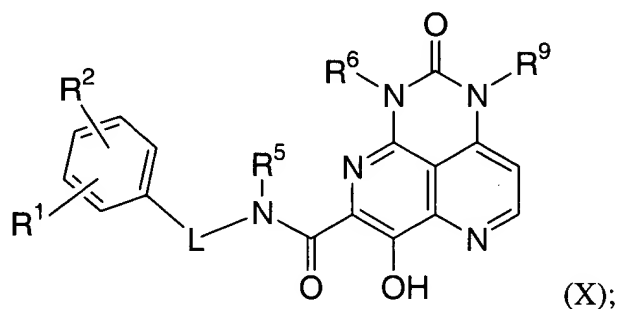
- (1) -H
- (2) -C₁₋₄ alkyl,

- (3) -C₁₋₄ fluoroalkyl,
- (4) -C₁₋₄ alkyl-OR^a,
- (5) -C₁₋₄ alkyl-SR^a,
- (6) -C₁₋₄ alkyl-N(R^a)₂,
- (7) -C₁₋₄ alkyl-C(=O)-N(R^a)₂,
- (8) -C₁₋₄ alkyl-CO₂R^a, and
- (9) -C₁₋₄ alkyl substituted with R^k;

or R⁷ and R⁸ together form oxo;

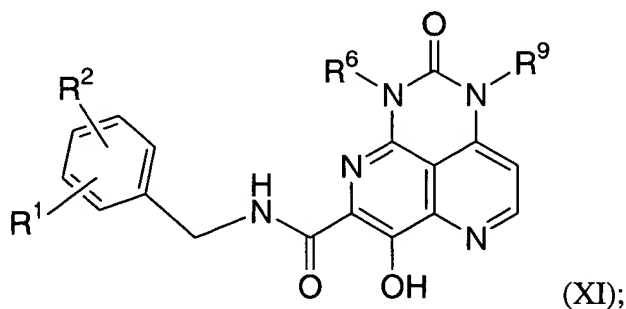
or a pharmaceutically acceptable salt thereof.

17. (withdrawn) The compound according to claim 16, which is a compound of Formula (X):



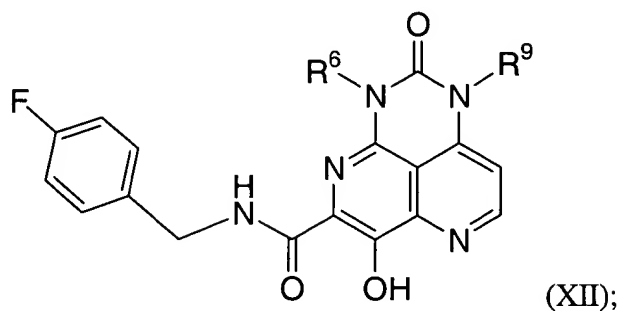
or a pharmaceutically acceptable salt thereof.

18. (withdrawn) The compound according to claim 17, which is a compound of Formula (XI):



or a pharmaceutically acceptable salt thereof.

19. (withdrawn) The compound according to claim 18, which is a compound of Formula (XII):



or a pharmaceutically acceptable salt thereof.

20. (withdrawn) The compound according to claim 19, wherein

R⁶ is:

- (1) -H
- (2) methyl,
- (3) ethyl
- (4) -CF₃,
- (4) -(CH₂)₁₋₃-OR^a,
- (5) -(CH₂)₁₋₃-SR^a,
- (6) -(CH₂)₁₋₃-SO₂R^a,
- (7) -(CH₂)₁₋₃-N(R^a)₂,
- (8) -(CH₂)₁₋₃-C(=O)-N(R^a)₂, or
- (9) -(CH₂)₁₋₃-CO₂R^a;

R⁹ is:

- (1) -H
- (2) methyl,
- (3) ethyl,
- (4) -CF₃,
- (4) -(CH₂)₁₋₃-OR^a,
- (5) -(CH₂)₁₋₃-SR^a,
- (6) -(CH₂)₁₋₃-SO₂R^a,
- (7) -(CH₂)₁₋₃-N(R^a)₂,
- (8) -(CH₂)₁₋₃-C(=O)-N(R^a)₂,

- (9) $-(\text{CH}_2)_{1-3}\text{-CO}_2\text{R}^a$, or
(10) $-(\text{CH}_2)_{1-3}\text{-R}^k$;

each R^a is independently -H, methyl, or ethyl;

R^k is a saturated heterocyclic ring selected from piperidinyl, morpholinyl, thiomorpholinyl, thiazolidinyl, isothiazolidinyl, oxazolidinyl, isooxazolidinyl, pyrrolidinyl, imidazolidinyl, piperazinyl, tetrahydrofuranyl, and pyrazolidinyl; and wherein the heterocyclic ring is unsubstituted or substituted with from 1 to 3 substituents independently selected from:

- (a) halogen selected from -F, -Cl, and -Br,
- (b) methyl,
- (c) $-\text{CF}_3$,
- (d) methoxy,
- (e) $-\text{OCF}_3$,
- (f) -CN, and
- (g) =O;

or a pharmaceutically acceptable salt thereof.

21. (previously presented) A compound according to claim 1, which is a compound selected from the group consisting of

N-(3,5-dichlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(2,5-dichlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-[(1R,S)-2,3-dihydro-1H-inden-1-yl]-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-[2-(3-chlorophenyl)ethyl]-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-[2-(2-chlorophenyl)ethyl]-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-[2-(1,1'-biphenyl-4-yl)ethyl]-8-hydroxy-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-[2-(4-phenoxyphenyl)ethyl]-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-(3-phenylpropyl)-1,6-naphthyridine-7-carboxamide;

N-(1,1'-biphenyl-2-ylmethyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(1,1'-biphenyl-3-ylmethyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-phenyl-1,6-naphthyridine-7-carboxamide;

8 N-(2-chlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-benzyl-8-hydroxy-N-methyl-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-(1-methyl-1-phenylethyl)-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-(2-phenylethyl)-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-(1-naphthylmethyl)-1,6-naphthyridine-7-carboxamide;

N-benzyl-8-hydroxy-N-phenyl-1,6-naphthyridine-7-carboxamide;

N-(3-chlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(4-chlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

Methyl (2S)-{[(8-hydroxy-1,6-naphthyridin-7-yl)carbonyl]amino} (phenyl)ethanoate;

Ethyl N-benzyl-N-[(8-hydroxy-1,6-naphthyridin-7-yl)carbonyl]glycinate;

N-benzyl-8-hydroxy-N-(2-phenylethyl)-1,6-naphthyridine-7-carboxamide;

N-(1,2-diphenylethyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(2,3-dihydro-1H-inden-2-yl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-benzyl-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(2-anilinoethyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(2,2-diphenylethyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,3-diphenylpropyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(2-chloro-6-phenoxybenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

Methyl (2R)-{[(8-hydroxy-1,6-naphthyridin-7-yl)carbonyl]amino} (phenyl)ethanoate;

8-hydroxy-N-(1,2,3,4-tetrahydronaphthalen-1-yl)-1,6-naphthyridine-7-carboxamide;

N-(2,3-dihydro-1H-inden-1-ylmethyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-(6,7,8,9-tetrahydro-5H-benzo[a][7]annulen-6-ylmethyl)-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-[2-(1-naphthylamino)ethyl]-1,6-naphthyridine-7-carboxamide;

N-(2,3-dihydro-1H-inden-2-ylmethyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-[(1R)-1-phenylethyl]-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-[(1S)-1-phenylethyl]-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-(3-hydroxy-1-phenylpropyl)-1,6-naphthyridine-7-carboxamide;

N-[2-(4-chlorophenyl)ethyl]-8-hydroxy-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-[(1R)-2-hydroxy-1-phenylethyl]-1,6-naphthyridine-7-carboxamide;

N-[(1S)-1-benzyl-2-hydroxyethyl]-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-[(1R)-1-benzyl-2-hydroxyethyl]-8-hydroxy-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-(2-hydroxy-2-phenylethyl)-1,6-naphthyridine-7-carboxamide;

5-chloro-N-(3,5-dichlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-piperidin-1-yl-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-phenyl-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-(1H-imidazol-1-yl)-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-morpholin-4-yl-1,6-naphthyridine-7-carboxamide;

(±)-8-hydroxy-N-[(*cis*)-3-phenyl-2,3-dihydro-1H-inden-1-yl]-1,6-naphthyridine-7-carboxamide

5-bromo-N-(3,5-dichlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(benzyl)-8-hydroxy-5-phenyl-1,6-naphthyridine-7-carboxamide;

N-(2,3-dihydro-1H-inden-1-yl)-8-hydroxy-5-phenyl-1,6-naphthyridine-7-carboxamide;

8-hydroxy-N-(1-naphthylmethyl)-5-phenyl-1,6-naphthyridine-7-carboxamide;

N-(2,5-dichlorobenzyl)-8-hydroxy-5-phenyl-1,6-naphthyridine-7-carboxamide;

N-(3-chlorobenzyl)-8-hydroxy-5-phenyl-1,6-naphthyridine-7-carboxamide;

N-[(1S)-2,3-dihydro-1H-inden-1-yl]-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-phenoxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-(4-methylpiperazin-1-yl)-1,6-naphthyridine-7-carboxamide;

5-(4-benzylpiperazin-1-yl)-N-(3,5-dichlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-5-{4-[2-(formylamino)ethyl]piperazin-1-yl}-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-(4-pyridin-2-ylpiperazin-1-yl)-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-(4-pyrrolidin-1-ylpiperidin-1-yl)-1,6-naphthyridine-7-carboxamide;

5-anilino-N-(3,5-dichlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-5-{[3-(formylamino)propyl]amino}-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-5-{[2-(dimethylamino)ethyl]amino}-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[(2-morpholin-4-ylethyl)amino]-1,6-naphthyridine-7-carboxamide;

5-[(1-benzylpiperidin-4-yl)amino]-N-(3,5-dichlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-5-[[2-(dimethylamino)ethyl](methyl)amino]-8-hydroxy-1,6-naphthyridine-7-carboxamide;

8-Hydroxy-5-phenylsulfanyl-[1,6]naphthyridine-7-carboxylic acid 3,5-dichlorobenzylamide;

5-benzenesulfonyl-8-hydroxy-[1,6]naphthyridine-7-carboxylic acid 3,5-dichlorobenzylamide;

tert-butyl 1-(7-{[(3,5-dichlorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)pyrrolidin-3-ylcarbamate;

5-(3-aminopyrrolidin-1-yl)-N-(3,5-dichlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide trifluoroacetate;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-(4*H*-1,2,4-triazol-4-yl)-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-(1*H*-1,2,4-triazol-1-yl)-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-(3-hydroxypyrrolidin-1-yl)-1,6-naphthyridine-7-carboxamide;

5-[3-(acetylaminopyrrolidin-1-yl)]-*N*-(3,5-dichlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-5-(4-formylpiperazin-1-yl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

1-(7-{[(3,5-dichlorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)piperazine;

8-Hydroxy-5-(3-hydroxy-prop-1-ynyl)-[1,6]naphthyridine-7-carboxylic acid 3,5-dichlorobenzylamide;

1-(7-{[(3,5-dichlorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)-4-(2-oxo-2-pyrrolidin-1-ylethyl)piperazine;

8-Hydroxy-5-(3-piperidin-1-yl-prop-1-ynyl)-[1,6]naphthyridine-7-carboxylic acid 3,5-dichlorobenzylamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-thiomorpholin-4-yl-1,6-naphthyridine-7-carboxamide;

5-[3-(aminocarbonyl)piperidin-1-yl]-*N*-(3,5-dichlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

1-(7-{[(3,5-dichlorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)-4-(2-phenylethyl)piperazine;

4-[(7-{[(3,5-dichlorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)amino]pyridine;

5-[(cyclopropylmethyl)amino]-*N*-(3,5-dichlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-5-{[2-(formylamino)ethyl]amino}-8-hydroxy-1,6-naphthyridine-7-carboxamide;

2-[(7-[(3,5-dichlorobenzyl)amino]carbonyl)-8-hydroxy-1,6-naphthyridin-5-yl)amino]ethanamine;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[(2-methoxyethyl)amino]-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-{[2-(methylthio)ethyl]amino}-1,6-naphthyridine-7-carboxamide;

1-{2-[(7-[(3,5-dichlorobenzyl)amino]carbonyl)-8-hydroxy-1,6-naphthyridin-5-yl)amino]ethyl}pyrrolidine;

1 *N*-(3,5-dichlorobenzyl)-8-hydroxy-5-pyrrolidin-1-yl-1,6-naphthyridine-7-carboxamide;

3-{2-[(7-[(3,5-dichlorobenzyl)amino]carbonyl)-8-hydroxy-1,6-naphthyridin-5-yl)amino]ethyl}pyridine;

1-{3-[(7-[(3,5-dichlorobenzyl)amino]carbonyl)-8-hydroxy-1,6-naphthyridin-5-yl)amino]propyl}-1*H*-imidazoline;

1-{3-[(7-[(3,5-dichlorobenzyl)amino]carbonyl)-8-hydroxy-1,6-naphthyridin-5-yl)amino]propyl}pyrrolidine;

1-(2-aminoethyl)-4-(7-[(3,5-dichlorobenzyl)amino]carbonyl)-8-hydroxy-1,6-naphthyridin-5-yl)piperazine;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[(2-phenoxyethyl)amino]-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-{[3-(2-oxopyrrolidin-1-yl)propyl]amino}-1,6-naphthyridine-7-carboxamide;

2-[benzyl(7-[(3,5-dichlorobenzyl)amino]carbonyl)-8-hydroxy-1,6-naphthyridin-5-yl)amino]ethanamine;

1-{3-[(7-[(3,5-dichlorobenzyl)amino]carbonyl)-8-hydroxy-1,6-naphthyridin-5-yl)amino]propyl}-4-methylpiperazine;

1:1 mixture of 1-(7-{[(3,5-dichlorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)-1*H*-imidazo[4,5-*b*]pyridine and 3-(7-{[(3,5-dichlorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)-3*H*-imidazo[4,5-*b*]pyridine;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-{[4-(3-methyl-2-oxoimidazolidin-1-yl)phenyl]amino}-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-(1,4,6,7-tetrahydro-5*H*-pyrazolo[4,3-*c*]pyridin-5-yl)-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-({[(2*R*)-5-oxopyrrolidin-2-yl]methyl}amino)-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-{[(5-oxo-4,5-dihydro-1*H*-1,2,4-triazol-3-yl)methyl]amino}-1,6-naphthyridine-7-carboxamide;

2-(7-{[(3,5-dichlorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)octahydropyrrolo[1,2-*a*]pyrazine;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[4-(pyrimidin-2-ylamino)piperidin-1-yl]-1,6-naphthyridine-7-carboxamide

2-{2-[(7-{[(3,5-dichlorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)(methyl)amino]ethyl}pyridine;

N-(3,5-dichlorobenzyl)-5-(dimethylamino)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

8-Hydroxy-5-(3-morpholin-4-yl-prop-1-ynyl)-[1,6]naphthyridine-7-carboxylic acid 3,5-dichlorobenzylamide;

N-(3,5-difluorobenzyl)-8-hydroxy-5-(methylsulfonyl)-1,6-naphthyridine-7-carboxamide;

5-cyano-*N*-(2,3-dimethoxybenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-thien-2-yl-1,6-naphthyridine-7-carboxamide;

8-hydroxy-5-phenylsulfanyl-[1,6]naphthyridine-7-carboxylic acid 2-methylsulfanylbenzylamide;

N-(2,3-dimethoxybenzyl)-8-hydroxy-5-(methylsulfonyl)-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[(2-hydroxyethyl)amino]-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-(propylamino)-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[(1H-imidazol-4-ylethyl)amino]-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[(3-phenylprop-1-yl)amino]-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[(3-morpholin-4-ylpropyl)amino]-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[4-(pyridin-2-ylmethyl)piperazin-1-yl]-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[(2-morpholin-4-yl-2-pyridin-3-ylethyl)amino]-1,6-naphthyridine-7-carboxamide;

N-(2,3-dimethoxybenzyl)-5-{[4-(dimethylamino)phenyl]thio}-8-hydroxy-1,6-naphthyridine-7-carboxamide;

8-hydroxy-5-methyl-[1,6]naphthyridine-7-carboxylic acid 3,5-dichloro-benzylamide;

8-hydroxy-5-methyl-[1,6]naphthyridine-7-carboxylic acid 4-fluoro-benzylamide;

5-bromo-N-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

1-(7-{[(4-fluorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)-4-methylpiperazine;

1-(7-{[(4-fluorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)piperazine;

5-[[2-(dimethylamino)-2-oxoethyl](methyl)amino]-N-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-1-(7-{[(4-fluorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)-N-1-,N-2-,N-2-trimethylethanediamide ;

N-(4-fluorobenzyl)-5-(2,6-dioxohexahydropyrimidin-4-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

5-(1,3-dimethyl-2,6-dioxohexahydro-4-pyrimidinyl)-N-(4-fluorobenzyl)-8-hydroxy[1,6]-naphthyridine-7-carboxamide;

5-(1-methyl-2,6-dioxohexahydro-4-pyrimidinyl)-N-(4-fluorobenzyl)-8-hydroxy[1,6]-naphthyridine-7-carboxamide;

5-(3-methyl-2,6-dioxohexahydro-4-pyrimidinyl)-N-(4-fluorobenzyl)-8-hydroxy[1,6]-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(5-oxo-1,4-thiazepan-7-yl)[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(1-oxido-5-oxo-1,4-thiazepan-7-yl)-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(1,1-dioxido-5-oxo-1,4-thiazepan-7-yl)[1,6]-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-{[2-(dimethylamino)-2-oxoethyl]sulfanyl}-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[2-(dimethylamino)-2-oxoethoxy]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-{[2-(dimethylamino)-2-oxoethyl](methylsulfonyl)amino}-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[3-(dimethylamino)-3-oxopropyl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[(1*E*)-3-(dimethylamino)-3-oxo-1-propenyl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[2-(3-oxo-1-piperazinyl)ethyl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[2-(2-oxo-1-imidazolidinyl)ethyl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[2-(2-oxo-1-piperazinyl)ethyl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

5-(1,1-dioxido-1,2-thiazinan-2-yl)-*N*-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

5-(1,1-dioxidoisothiazolidin-2-yl)-*N*-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-[methyl(methylsulfonyl)amino]-1,6-naphthyridine-7-carboxamide;

5-[acetyl(methyl)amino]-*N*-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

5-[[dimethylamino)carbonyl](methyl)amino]-*N*-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-thiomorpholin-4-yl-1,6-naphthyridine-7-carboxamide;

5-(1,1-dioxidothiomorpholin-4-yl)-*N*-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(4-methyl-3-oxopiperazin-1-yl)-1,6-naphthyridine-7-carboxamide;

1-(7-{[(4-fluorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)-L-prolinamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(2-oxotetrahydropyrimidin-1(2*H*)-yl)-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(2-oxoimidazolidin-1-yl)-1,6-naphthyridine-7-carboxamide;

N-7-(4-fluorobenzyl)-8-hydroxy-*N* 5, *N* 5-dimethyl-1,6-naphthyridine-5,7-dicarboxamide;

N-7-(4-fluorobenzyl)-8-hydroxy-*N* 5-isopropyl-*N* 5-methyl-1,6-naphthyridine-5,7-dicarboxamide;

N-7-(4-fluorobenzyl)-8-hydroxy-*N* 5-(2-morpholin-4-ylethyl)-1,6-naphthyridine-5,7-dicarboxamide;

N 5-[2-(dimethylamino)-2-oxoethyl]-*N* 7-(4-fluorobenzyl)-8-hydroxy-*N* 5-methyl-1,6-naphthyridine-5,7-dicarboxamide;

N-(4-fluorobenzyl)-5-(1,1-dioxido-4-oxo-1,2,5-thiadiazepan-2-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(1,1-dioxido-5-methyl-4-oxo-1,2,5-thiadiazepan-2-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(1,1-dioxido-5-ethyl-4-oxo-1,2,5-thiadiazepan-2-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(1,1-dioxido-1,5,2-dithiazepan-2-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(1,1,5,5-tetraoxido-1,5,2-dithiazepan-2-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(1,4-dimethyl-7-oxo-1,4-diazepan-5-yl)-8-hydroxy-[1,6]-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(1-methyl-7-oxo-1,4-diazepan-5-yl)-8-hydroxy-[1,6]-naphthyridine-7-carboxamide;

N-(4-Fluorobenzyl)-5-(7-oxo-1,4-diazepan-5-yl)-8-hydroxy-[1,6]-naphthyridine-7-carboxamide

N-(4-fluorobenzyl)-5-[4-(methylsulfonyl)thiomorpholin-2-yl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[4-(methylsulfonyl)-1-oxidothiomorpholin-2-yl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[4-(methylsulfonyl)-1,1-dioxidothiomorpholin-2-yl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(2-Acetyl-1-methylpyrazolidin-3-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(1,1-dioxido-1,2,5-thiadiazepan-2-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-[5-(methylsulfonyl)-1,1-dioxido-1,2,5-thiadiazepan-2-yl]-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5(6-methyl-1,1-dioxido-1,2,6-thiadiazinan-2yl)-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-{methyl[(1-methyl-1*H*-imidazol-4-yl)sulfonyl]amino}-1,6-naphthyridine-7-carboxamide;

N-[4-fluoro-2-(methylsulfonyl)benzyl]-8-hydroxy-5-{methyl[(1-methyl-1*H*-imidazol-4-yl)sulfonyl]amino}-1,6-naphthyridine-7-carboxamide;

N-7-[4-fluoro-2-(methylsulfonyl)benzyl]-8-hydroxy-*N*-5-,*N*-5-dimethyl-1,6-naphthyridine-5,7-dicarboxamide;

N-[4-fluoro-2-(methylsulfonyl)benzyl]-8-hydroxy-5-(1,1-dioxido-1,2-thiazinan-2-yl)-1,6-naphthyridine-7-carboxamide

N-(2-(methylsulfonyl)benzyl)-5-(1,1-dioxido-1,2-thiazinan-2-yl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(1-methyl-5-oxopyrrolidin-3-yl)-1,6-naphthyridine-7-carboxamide;

and pharmaceutically acceptable salts thereof.

22. (previously presented) A compound selected from the group consisting of

1-(7-{[(4-fluorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)-4-methylpiperazine;

1-(7-{[(4-fluorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)piperazine;

N-(3,5-dichlorobenzyl)-5-(4-formylpiperazin-1-yl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-5-{4-[2-(formylamino)ethyl]piperazin-1-yl}-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[4-(pyridin-2-ylmethyl)piperazin-1-yl]-1,6-naphthyridine-7-carboxamide;

1-(7-{[(3,5-dichlorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)-4-(2-oxo-2-pyrrolidin-1-ylethyl)piperazine;

1-(7-{[(3,5-dichlorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)piperazine;

2-(7-{[(3,5-dichlorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)octahydropyrrolo[1,2-*a*]pyrazine;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-(1,4,6,7-tetrahydro-5*H*-pyrazolo[4,3-*c*]pyridin-5-yl)-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-{[4-(3-methyl-2-oxoimidazolidin-1-yl)phenyl]amino}-1,6-naphthyridine-7-carboxamide;

5-[3-(aminocarbonyl)piperidin-1-yl]-*N*-(3,5-dichlorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-(4-pyrrolidin-1-ylpiperidin-1-yl)-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[(2-morpholin-4-ylethyl)amino]-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-(4-methylpiperazin-1-yl)-1,6-naphthyridine-7-carboxamide;

8-hydroxy-5-methyl-[1,6]naphthyridine-7-carboxylic acid 3,5-dichloro-benzylamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[4-(pyrimidin-2-ylamino)piperidin-1-yl]-1,6-naphthyridine-7-carboxamide

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[(3-morpholin-4-ylpropyl)amino]-1,6-naphthyridine-7-carboxamide;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-[(2-morpholin-4-yl-2-pyridin-3-ylethyl)amino]-1,6-naphthyridine-7-carboxamide;

2-{2-[(7-{[(3,5-dichlorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)(methyl)amino]ethyl}pyridine;

N-(3,5-dichlorobenzyl)-8-hydroxy-5-(4-pyridin-2-ylpiperazin-1-yl)-1,6-naphthyridine-7-carboxamide;

and pharmaceutically acceptable salts thereof.

23. (previously presented) A compound selected from the group consisting of

5-[[2-(dimethylamino)-2-oxoethyl](methyl)amino]-N-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-1-(7-{[(4-fluorobenzyl)amino]carbonyl}-8-hydroxy-1,6-naphthyridin-5-yl)-N-1-,N-2-,N-2-trimethylethanediarnide ;

N-(4-fluorobenzyl)-5-(2,6-dioxohexahydropyrimidin-4-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

5-(1,3-dimethyl-2,6-dioxohexahydro-4-pyrimidinyl)-N-(4-fluorobenzyl)-8-hydroxy[1,6]-naphthyridine-7-carboxamide;

5-(1-methyl-2,6-dioxohexahydro-4-pyrimidinyl)-N-(4-fluorobenzyl)-8-hydroxy[1,6]-naphthyridine-7-carboxamide;

5-(3-methyl-2,6-dioxohexahydro-4-pyrimidinyl)-N-(4-fluorobenzyl)-8-hydroxy[1,6]-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(5-oxo-1,4-thiazepan-7-yl)[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(1-oxido-5-oxo-1,4-thiazepan-7-yl)-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(1,1-dioxido-5-oxo-1,4-thiazepan-7-yl)[1,6]-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-{[2-(dimethylamino)-2-oxoethyl]sulfanyl}-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[2-(dimethylamino)-2-oxoethoxy]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-{[2-(dimethylamino)-2-oxoethyl](methylsulfonyl)amino}-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[3-(dimethylamino)-3-oxopropyl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[(1*E*)-3-(dimethylamino)-3-oxo-1-propenyl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[2-(3-oxo-1-piperazinyl)ethyl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[2-(2-oxo-1-imidazolidinyl)ethyl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[2-(2-oxo-1-piperazinyl)ethyl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

5-(1,1-dioxido-1,2-thiazinan-2-yl)-*N*-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

5-(1,1-dioxidoisothiazolidin-2-yl)-*N*-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-[methyl(methylsulfonyl)amino]-1,6-naphthyridine-7-carboxamide;

5-[acetyl(methyl)amino]-*N*-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

5-[[dimethylamino)carbonyl](methyl)amino]-*N*-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-thiomorpholin-4-yl-1,6-naphthyridine-7-carboxamide;

5-(1,1-dioxidothiomorpholin-4-yl)-*N*-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(4-methyl-3-oxopiperazin-1-yl)-1,6-naphthyridine-7-carboxamide;

1-(7-([(4-fluorobenzyl)amino]carbonyl)-8-hydroxy-1,6-naphthyridin-5-yl)-L-prolinamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(2-oxotetrahydropyrimidin-1(2*H*)-yl)-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(2-oxoimidazolidin-1-yl)-1,6-naphthyridine-7-carboxamide;

N-7-(4-fluorobenzyl)-8-hydroxy-*N* 5, *N* 5-dimethyl-1,6-naphthyridine-5,7-dicarboxamide;

N 7-(4-fluorobenzyl)-8-hydroxy-*N* 5-isopropyl-*N* 5-methyl-1,6-naphthyridine-5,7-dicarboxamide;

N 7-(4-fluorobenzyl)-8-hydroxy-*N* 5-(2-morpholin-4-ylethyl)-1,6-naphthyridine-5,7-dicarboxamide;

N 5-[2-(dimethylamino)-2-oxoethyl]-*N* 7-(4-fluorobenzyl)-8-hydroxy-*N* 5-methyl-1,6-naphthyridine-5,7-dicarboxamide;

N-(4-fluorobenzyl)-5-(1,1-dioxido-4-oxo-1,2,5-thiadiazepan-2-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

and pharmaceutically acceptable salts thereof.

24. (previously presented) A compound selected from the group consisting of

N-(4-fluorobenzyl)-5-(1,1-dioxido-5-methyl-4-oxo-1,2,5-thiadiazepan-2-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(1,1-dioxido-5-ethyl-4-oxo-1,2,5-thiadiazepan-2-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(1,1-dioxido-1,5,2-dithiazepan-2-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(1,1,5,5-tetraoxido-1,5,2-dithiazepan-2-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(1,4-dimethyl-7-oxo-1,4-diazepan-5-yl)-8-hydroxy-[1,6]-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(1-methyl-7-oxo-1,4-diazepan-5-yl)-8-hydroxy-[1,6]-naphthyridine-7-carboxamide;

N-(4-Fluorobenzyl)-5-(7-oxo-1,4-diazepan-5-yl)-8-hydroxy-[1,6]-naphthyridine-7-carboxamide

N-(4-fluorobenzyl)-5-[4-(methylsulfonyl)thiomorpholin-2-yl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[4-(methylsulfonyl)-1-oxidithiomorpholin-2-yl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-[4-(methylsulfonyl)-1,1-dioxidithiomorpholin-2-yl]-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(2-Acetyl-1-methylpyrazolidin-3-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-5-(1,1-dioxido-1,2,5-thiadiazepan-2-yl)-8-hydroxy-[1,6]naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-[5-(methylsulfonyl)-1,1-dioxido-1,2,5-thiadiazepan-2-yl]-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5(6-methyl-1,1-dioxido-1,2,6-thiadiazinan-2yl)-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-{methyl[(1-methyl-1*H*-imidazol-4-yl)sulfonyl]amino}-1,6-naphthyridine-7-carboxamide;

N-[4-fluoro-2-(methylsulfonyl)benzyl]-8-hydroxy-5-{methyl[(1-methyl-1*H*-imidazol-4-yl)sulfonyl]amino}-1,6-naphthyridine-7-carboxamide;

N-7-[4-fluoro-2-(methylsulfonyl)benzyl]-8-hydroxy-*N*-5-,*N*-5-dimethyl-1,6-naphthyridine-5,7-dicarboxamide;

N-[4-fluoro-2-(methylsulfonyl)benzyl]-8-hydroxy-5-(1,1-dioxido-1,2-thiazinan-2-yl)-1,6-naphthyridine-7-carboxamide

N-(2-(methylsulfonyl)benzyl)-5-(1,1-dioxido-1,2-thiazinan-2-yl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(2-[(dimethylamino)sulfonyl]-4-fluorobenzyl)-5-(1,1-dioxido-1,2-thiazinan-2-yl)-8-hydroxy-1,6-naphthyridine-7-carboxamide;

N-(4-fluorobenzyl)-8-hydroxy-5-(1-methyl-5-oxopyrrolidin-3-yl)-1,6-naphthyridine-7-carboxamide;

and pharmaceutically acceptable salts thereof.

25. (original) A pharmaceutical composition comprising a therapeutically effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

26. (original) A method of inhibiting HIV integrase in a subject in need thereof which comprises administering to the subject a therapeutically effective amount of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

27. (previously presented) A method for treating infection by HIV or for treating or delaying the onset of AIDS in a subject in need thereof which comprises administering to the subject a therapeutically effective amount of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

28. (withdrawn) The method according to claim 27, wherein the compound is administered in combination with a therapeutically effective amount of at least one HIV

infection/AIDS treatment agent selected from the group consisting of HIV/AIDS antiviral agents, immunomodulators, and anti-infective agents.

29. (withdrawn) The method according to claim 27, wherein the compound is administered in combination with a therapeutically effective amount of at least one antiviral selected from the group consisting of HIV protease inhibitors, non-nucleoside HIV reverse transcriptase inhibitors and nucleoside HIV reverse transcriptase inhibitors.

30. (original) A method of inhibiting HIV integrase in a subject in need thereof which comprises administering to the subject a therapeutically effective amount of the composition according to claim 25.

31. (previously presented) A method for treating infection by HIV or for treating or delaying the onset of AIDS in a subject in need thereof which comprises administering to the subject a therapeutically effective amount of the composition according to claim 25.

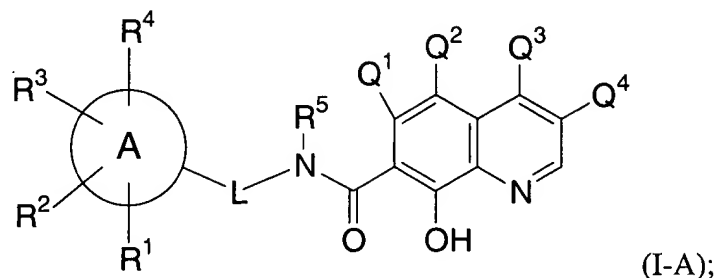
32. (original) A pharmaceutical composition which comprises the product prepared by combining an effective amount of a compound of claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

33. (withdrawn) A combination useful for inhibiting HIV integrase, for treating or preventing infection by HIV, or for preventing, treating or delaying the onset of AIDS, which is a therapeutically effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof, and a therapeutically effective amount of an HIV infection/AIDS treatment agent selected from the group consisting of HIV/AIDS antiviral agents, immunomodulators, and anti-infective agents.

34. (withdrawn) The combination according to claim 33, wherein the HIV infection/AIDS treatment agent is an antiviral selected from the group consisting of HIV protease inhibitors, non-nucleoside HIV reverse transcriptase inhibitors and nucleoside HIV reverse transcriptase inhibitors.

35. (withdrawn) A method of inhibiting HIV integrase, for preventing or treating infection by HIV or for preventing, treating or delaying the onset of AIDS in a subject in

need thereof, which comprises administering to the subject a therapeutically effective amount of a compound of Formula (I-A):



wherein A is phenyl or phenyl fused to a carbocycle to form a fused carbocyclic ring system;

A is substituted by R¹, R², R³, and R⁴;

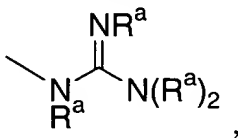
L is a linker connecting a ring atom of A to the nitrogen of the -N(R⁵)- moiety, wherein L is

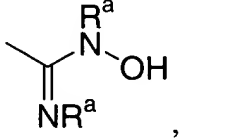
- (i) a single bond,
- (ii) -(C₁₋₆ alkyl)-,
- (iii) -(C₂₋₆ alkenyl)-,
- (iv) -(C₀₋₆ alkyl)-(C₃₋₆ cycloalkyl)-(C₀₋₆ alkyl)-, or
- (v) -(C₀₋₆ alkyl)-M-(C₀₋₆ alkyl)-, wherein M is -N(R^a)-, -OC(=O)-, or

-C(=O)O-; wherein the alkenyl in (iii) and the alkyls in (ii), (iv), and (v) are independently and optionally substituted with 1, 2, or 3 substituents independently selected from the group consisting of halogen, -OH, -C₁₋₆ alkyl, -O-C₁₋₆ alkyl, -CO₂R^a, -CO₂(CH₂)₁₋₂R^k, -C₁₋₆ alkyl-OR^a, -R^k, -(CH₂)₁₋₂R^k, -CH(OR^a)-R^k, and -CH(N(R^a)₂)-R^k;

each of Q¹, Q², Q³, and Q⁴ is independently:

- (1) -H,
- (2) -C₁₋₆ alkyl,
- (3) -C₁₋₆ haloalkyl,
- (4) -O-C₁₋₆ alkyl,
- (5) -O-C₁₋₆ haloalkyl,
- (6) halo,
- (7) -CN,
- (8) -C₁₋₆ alkyl-OR^a,
- (9) -C₀₋₆ alkyl-C(=O)R^a,
- (10) -C₀₋₆ alkyl-CO₂R^a,
- (11) -C₀₋₆ alkyl-SR^a,

- (12) $-N(R^a)_2$,
- (13) $-C_{1-6} \text{ alkyl}-N(R^a)_2$,
- (14) $-C_{0-6} \text{ alkyl}-C(=O)N(R^a)_2$,
- (15) $-C_{0-6} \text{ alkyl}-G-C_{1-6} \text{ alkyl}-C(=O)N(R^a)_2$, wherein G is O, S, $N(R^a)$, or $N(SO_2R^a)$,
- (16) $-N(R^a)-C(R^a)=O$,
- (17) $-C_{1-6} \text{ alkyl}-N(R^a)-C(R^a)=O$,
- (18) $-C(=O)-N(R^a)-C_{1-6} \text{ alkyl}-[C(=O)]_{0-1}-N(R^a)_2$,
- (19) $-C(=O)-N(R^a)-C_{1-6} \text{ alkyl}$ substituted with 1 or 2 $-OR^a$,
- (20) $-C_{0-6} \text{ alkyl}-SO_2R^a$,
- (21) $-C_{0-6} \text{ alkyl}-N(R^a)SO_2R^a$,
- (22) $-C_{2-6} \text{ alkenyl}$,
- (23) $-C_{2-6} \text{ alkenyl}-C(=O)-N(R^a)_2$,
- (24) $-C_{2-5} \text{ alkynyl}$,
- (25) $-C_{2-5} \text{ alkynyl}-CH_2N(R^a)_2$,
- (26) $-C_{2-5} \text{ alkynyl}-CH_2OR^a$,
- (27) $-C_{2-5} \text{ alkynyl}-CH_2S(O)_n-R^a$, or
- (28) ,

,
- (29) $-C(=NR^a)-N(R^a)_2$,
- (30) $-N(R^a)-C_{1-6} \text{ alkyl}-S(O)_nR^a$,
- (31) $-N(R^a)-C_{1-6} \text{ alkyl}-OR^a$,
- (32) $-N(R^a)-C_{1-6} \text{ alkyl}-N(R^a)_2$,
- (33) $-N(R^a)-C_{1-6} \text{ alkyl}-N(R^a)-C(R^a)=O$,
- (34) $-N(R^a)-C_{0-6} \text{ alkyl}-[C(=O)]_{1-2}N(R^a)_2$,
- (35) $-N(R^a)-C_{1-6} \text{ alkyl}-CO_2R^a$,
- (36) $-N(R^a)C(=O)N(R^a)-C_{1-6} \text{ alkyl}-C(=O)N(R^a)_2$,
- (37) $-N(R^a)C(=O)-C_{1-6} \text{ alkyl}-N(R^a)_2$,
- (38) $-N(R^a)-SO_2-N(R^a)_2$,
- (39) $-R^k$,
- (40) $-C_{1-6} \text{ alkyl}$ substituted with R^k ,
- (41) $-C_{1-6} \text{ haloalkyl}$ substituted with R^k ,

- (43) -C₂₋₅ alkenyl-R^k,
- (44) -C₂₋₅ alkynyl-R^k,
- (45) -C₀₋₆ alkyl-O-R^k,
- (46) -C₀₋₆ alkyl-O-C₁₋₆ alkyl-R^k,
- (47) -C₀₋₆ alkyl-S(O)_n-R^k,
- (48) -C₀₋₆ alkyl-S(O)_n-C₁₋₆ alkyl-R^k,
- (49) -O-C₁₋₆ alkyl-OR^k,
- (50) -O-C₁₋₆ alkyl-O-C₁₋₆ alkyl-R^k,
- (51) -O-C₁₋₆ alkyl-S(O)_nR^k,
- (52) -C₀₋₆ alkyl-N(R^c)-R^k,
- (53) -C₀₋₆ alkyl-N(R^c)-C₁₋₆ alkyl substituted with one or two R^k groups,
- (54) -C₀₋₆ alkyl-N(R^c)-C₁₋₆ alkyl-OR^k,
- (55) -C₀₋₆ alkyl-C(=O)-R^k,
- (56) -C₀₋₆ alkyl-C(=O)N(R^a)-R^k,
- (57) -C₀₋₆ alkyl-N(R^a)C(=O)-R^k,
- (58) -C₀₋₆ alkyl-C(=O)N(R^a)-C₁₋₆ alkyl-R^k, or
- (59) -C₀₋₆ alkyl-N(R^a)-C₀₋₆ alkyl-S(O)_nR^k;

each of R¹ and R² is independently:

- (1) -H,
- (2) -C₁₋₆ alkyl,
- (3) -C₁₋₆ haloalkyl,
- (4) -O-C₁₋₆ alkyl,
- (5) -O-C₁₋₆ haloalkyl,
- (6) -OH
- (7) halo,
- (8) -NO₂,
- (9) -CN,
- (10) -C₁₋₆ alkyl-OR^a,
- (11) -C₀₋₆ alkyl-C(=O)R^a,
- (12) -C₀₋₆ alkyl-CO₂R^a,
- (13) -C₀₋₆ alkyl-SR^a,
- (14) -N(R^a)₂,
- (15) -C₁₋₆ alkyl-N(R^a)₂,
- (16) -C₀₋₆ alkyl-C(=O)N(R^a)₂,
- (17) -C₁₋₆ alkyl-N(R^a)-C(R^a)=O,

- (18) $-\text{SO}_2\text{R}^a$,
- (19) $-\text{N}(\text{R}^a)\text{SO}_2\text{R}^a$,
- (20) $-\text{C}_{2-5}$ alkenyl,
- (21) $-\text{O}-\text{C}_{1-6}$ alkyl- OR^a ,
- (22) $-\text{O}-\text{C}_{1-6}$ alkyl- SR^a ,
- (23) $-\text{O}-\text{C}_{1-6}$ alkyl- $\text{NH}-\text{CO}_2\text{R}^a$,
- (24) $-\text{O}-\text{C}_{2-6}$ alkyl- $\text{N}(\text{R}^a)_2$,
- (25) $-\text{N}(\text{R}^a)-\text{C}_{1-6}$ alkyl- SR^a ,
- (26) $-\text{N}(\text{R}^a)-\text{C}_{1-6}$ alkyl- OR^a ,
- (27) $-\text{N}(\text{R}^a)-\text{C}_{1-6}$ alkyl- $\text{N}(\text{R}^a)_2$,
- (28) $-\text{N}(\text{R}^a)-\text{C}_{1-6}$ alkyl- $\text{N}(\text{R}^a)-\text{C}(\text{R}^a)=\text{O}$,
- (29) $-\text{R}^k$,
- (30) $-\text{C}_{1-6}$ alkyl substituted with 1 or 2 R^k groups,
- (31) $-\text{C}_{1-6}$ haloalkyl substituted with 1 or 2 R^k groups,
- (32) $-\text{C}_{2-5}$ alkenyl- R^k ,
- (33) $-\text{C}_{2-5}$ alkynyl- R^k ,
- (34) $-\text{O}-\text{R}^k$,
- (35) $-\text{O}-\text{C}_{1-6}$ alkyl- R^k ,
- (36) $-\text{S}(\text{O})_n-\text{R}^k$,
- (37) $-\text{S}(\text{O})_n-\text{C}_{1-6}$ alkyl- R^k ,
- (38) $-\text{O}-\text{C}_{1-6}$ alkyl- OR^k ,
- (39) $-\text{O}-\text{C}_{1-6}$ alkyl- $\text{O}-\text{C}_{1-6}$ alkyl- R^k ,
- (40) $-\text{O}-\text{C}_{1-6}$ alkyl- $\text{S}(\text{O})_n\text{R}^k$,
- (41) $-\text{C}_{1-6}$ alkyl $(\text{OR}^b)(\text{R}^k)$,
- (42) $-\text{C}_{1-6}$ alkyl $(\text{OR}^b)(-\text{C}_{1-6}$ alkyl- $\text{R}^k)$,
- (43) $-\text{C}_{0-6}$ alkyl- $\text{N}(\text{R}^b)(\text{R}^k)$,
- (44) $-\text{C}_{0-6}$ alkyl- $\text{N}(\text{R}^b)(-\text{C}_{1-6}$ alkyl- $\text{R}^k)$,
- (45) $-\text{C}_{1-6}$ alkyl $\text{S}(\text{O})_n-\text{R}^k$,
- (46) $-\text{C}_{1-6}$ alkyl $\text{S}(\text{O})_n-\text{C}_{1-6}$ alkyl- R^k ,
- (47) $-\text{C}_{0-6}$ alkyl $\text{C}(\text{O})-\text{R}^k$, or
- (48) $-\text{C}_{0-6}$ alkyl $\text{C}(\text{O})-\text{C}_{1-6}$ alkyl- R^k ,

each of R^3 and R^4 is independently

- (1) $-\text{H}$,
- (2) halo,
- (3) $-\text{CN}$,

- (4) -NO₂,
- (5) -OH,
- (6) C₁₋₆ alkyl,
- (7) C₁₋₆ haloalkyl,
- (8) -O-C₁₋₆ alkyl,
- (9) -O-C₁₋₆ haloalkyl,
- (10) -C₁₋₆ alkyl-OR^a,
- (11) -C₀₋₆ alkyl-C(=O)R^a,
- (12) -C₀₋₆ alkyl-CO₂R^a,
- (13) -C₀₋₆ alkyl-SR^a,
- (14) -N(R^a)₂,
- (15) -C₁₋₆ alkyl-N(R^a)₂,
- (16) -C₀₋₆ alkyl-C(=O)N(R^a)₂,
- (17) -SO₂R^a,
- (18) -N(R^a)SO₂R^a,
- (19) -C₂₋₅ alkenyl,
- (20) -O-C₁₋₆ alkyl-OR^a,
- (21) -O-C₁₋₆ alkyl-SR^a,
- (22) -O-C₁₋₆ alkyl-NH-CO₂R^a, or
- (23) -O-C₂₋₆ alkyl-N(R^a)₂;

R⁵ is

- (1) -H,
- (2) -C₁₋₆ alkyl, optionally substituted with from 1 to 5 substituents independently selected from halogen, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -N(R^a)₂, and -CO₂R^a;
- (3) aryl optionally substituted with from 1 to 5 substituents independently selected from halogen, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -S-C₁₋₆ alkyl, -CN, and -OH, or
- (4) -C₁₋₆ alkyl substituted with R^k;

each R^a is independently -H, -C₁₋₆ alkyl, or -C₁₋₆ haloalkyl;

each R^b is independently:

- (1) -H,
- (2) -C₁₋₄ alkyl,

- (3) -C₁₋₄ haloalkyl,
- (4) -R^k,
- (5) -C₂₋₃ alkenyl,
- (6) -C₁₋₄ alkyl-R^k,
- (7) -C₂₋₃ alkenyl-R^k,
- (8) -S(O)_n-R^k, or
- (9) -C(O)-R^k;

each R^c is independently

- (1) -H,
- (2) -C₁₋₆ alkyl,
- (3) -C₁₋₆ alkyl substituted with -N(R^a)₂, or
- (4) -C₁₋₄ alkyl-aryl, wherein aryl is optionally substituted with 1 to 5 substituents independently selected from halogen, C₁₋₆ alkyl, C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -S-C₁₋₆ alkyl, -CN, and -OH;

each R^k is independently carbocycle or heterocycle, wherein the carbocycle and heterocycle are unsubstituted or substituted with from 1 to 5 substituents each of which is independently selected from

- (a) halogen,
- (b) -C₁₋₆ alkyl,
- (c) -C₁₋₆ haloalkyl,
- (d) -O-C₁₋₆ alkyl,
- (e) -O-C₁₋₆ haloalkyl,
- (f) -S-C₁₋₆ alkyl,
- (g) -CN,
- (h) -OH,
- (i) oxo,
- (j) -C₀₋₆ alkyl-C(=O)N(R^a)₂,
- (k) -C₀₋₆ alkyl-C(=O)R^a,
- (l) -N(R^a)-C(=O)R^a,
- (m) -N(R^a)-CO₂R^a,
- (n) -C₁₋₆ alkyl-N(R^a)-C(=O)R^a,
- (o) -N(R^a)₂,
- (p) -C₁₋₆ alkyl-N(R^a)₂,

- (q) -C₁₋₆ alkyl-OR^a,
- (r) -C₀₋₆ alkyl-CO₂R^a,
- (s) -C₀₋₆ alkyl-O-C₁₋₆ alkyl-OR^a,
- (t) -SO₂R^a,
- (u) -SO₂N(R^a)₂,
- (v) -C₀₋₆ alkyl-CO₂-C₂₋₅ alkenyl,
- (w) aryl,
- (x) aryloxy-,
- (y) -C₁₋₄ alkyl substituted with aryl,
- (z) heteromonocycle,
- (aa) -C₁₋₄ alkyl substituted with a heteromonocycle,
- (bb) heteromonocyclylcarbonyl-C₀₋₆ alkyl-, and
- (cc) N-heteromonocyclyl-N-C₁₋₆ alkyl-amino-;

wherein the aryl group in (w) aryl, (x) aryloxy, and (y) -C₁₋₄ alkyl substituted with aryl, is optionally substituted with from 1 to 4 substituents independently selected from halogen, C₁₋₆ alkyl, -O-C₁₋₆ alkyl, C₁₋₆ alkyl substituted with N(R^a)₂, C₁₋₆ haloalkyl, and -OH; and

wherein the heteromonocyclyl group in (z) heteromonocycle, (aa) -C₁₋₄ alkyl substituted with a heteromonocycle, (bb) heteromonocyclyl-carbonyl-C₀₋₆ alkyl-, and (cc) N-heteromonocyclyl-N-C₁₋₆ alkyl-amino- is optionally substituted with from 1 to 4 substituents independently selected from halogen, C₁₋₆ alkyl, -O-C₁₋₆ alkyl, C₁₋₆ haloalkyl, oxo, and -OH; and

each n is independently an integer equal to 0, 1 or 2;

or a pharmaceutically acceptable salt thereof.

36. (withdrawn) The method according to claim 35, wherein the compound is selected from the group consisting of:

benzyl 8-hydroxyquinoline-7-carboxamide;

1-Methyl-3-phenylpropyl 8-hydroxyquinoline-7-carboxamide;

2-Phenylcyclopropyl 8-hydroxyquinoline-7-carboxamide;

1-Indanyl 8-hydroxyquinoline-7-carboxamide;
N-[(2*E*)-3-Phenyl-2-propenyl] 8-hydroxyquinoline-7-carboxamide;

Benzyl 8-Hydroxyquinoline-7-carboxamide;

and pharmaceutically acceptable salts thereof.

37. (previously presented) The compound according to claim 23, which is 5-(1,1-dioxido-1,2-thiazinan-2-yl)-*N*-(4-fluorobenzyl)-8-hydroxy-1,6-naphthyridine-7-carboxamide; or a pharmaceutically acceptable salt thereof.